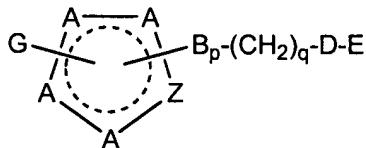


The following list of claims replaces all prior versions and lists of claims in the application:

**Listing of Claims:**

1. (Amended) A compound having the formula:



or a pharmaceutically acceptable salt, ester, or prodrug thereof,  
wherein

A, at each occurrence, independently is carbon, carbonyl, or nitrogen, provided at least one A is carbon;

Z is carbon, nitrogen, oxygen, or sulfur;

B is selected from the group consisting of O, NR<sup>2</sup>, S(O)<sub>r</sub>, C=O, C=S, and C=NOR<sup>3</sup>,

p is 0 or 1;

q, at each occurrence, independently is 0 or 1;

r is 0, 1, or 2;

R<sup>2</sup>, at each occurrence, independently is selected from the group consisting of:

a) hydrogen, b) S(O)<sub>r</sub>R<sup>4</sup>, c) formyl, d) C<sub>1-8</sub> alkyl, e) C<sub>2-8</sub> alkenyl, f) C<sub>2-8</sub> alkynyl, g) C<sub>1-8</sub> alkoxy, h) C<sub>1-8</sub> alkylthio, i) C<sub>1-8</sub> acyl, j) saturated, unsaturated, or aromatic C<sub>3-8</sub> carbocycle, and k) saturated, unsaturated, or aromatic 5-10 membered heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur,

wherein any of d) – k) optionally is substituted with one or more moieties selected from the group consisting of carbonyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, F, Cl, Br, I, CN, NO<sub>2</sub>, -NR<sup>3</sup>R<sup>3</sup>, -OR<sup>3</sup>, -S(O)<sub>r</sub>R<sup>4</sup>, -S(O)<sub>r</sub>NR<sup>3</sup>R<sup>3</sup>, -C(O)R<sup>3</sup>, -C(O)OR<sup>3</sup>, -OC(O)R<sup>3</sup>, -C(O)NR<sup>3</sup>R<sup>3</sup>, and -OC(O)NR<sup>3</sup>R<sup>3</sup>;

alternatively, two R<sup>2</sup> groups, taken together with the atom to which they are bonded, form i) 5-8 membered saturated or unsaturated carbocycle, or ii) 5-8 membered saturated or unsaturated heterocycle containing one or more atoms selected from the group consisting of nitrogen, oxygen, and sulfur,

wherein i) – ii) optionally is substituted with one or more moieties selected from the group consisting of carbonyl, F, Cl, Br, I, CN, NO<sub>2</sub>, -NR<sup>3</sup>R<sup>3</sup>, -OR<sup>3</sup>, -S(O)<sub>r</sub>R<sup>4</sup>, -S(O)<sub>r</sub>NR<sup>3</sup>R<sup>3</sup>, -C(O)R<sup>3</sup>, -C(O)OR<sup>3</sup>, -OC(O)R<sup>3</sup>, -C(O)NR<sup>3</sup>R<sup>3</sup>, -OC(O)NR<sup>3</sup>R<sup>3</sup>, C<sub>1-6</sub> acyl, aryl, substituted aryl, heteroaryl, and substituted heteroaryl;

R<sup>3</sup>, at each occurrence, independently is selected from the group consisting of:

a) hydrogen, b) C<sub>1-8</sub> alkyl, c) C<sub>2-8</sub> alkenyl, d) C<sub>2-8</sub> alkynyl, e) C<sub>1-8</sub> acyl, f) saturated, unsaturated, or aromatic C<sub>3-8</sub> carbocycle, and g) saturated, unsaturated, or aromatic 5-10 membered heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur,

wherein any of b) – h) optionally is substituted with one or more moieties selected from the group consisting of carbonyl, F, Cl, Br, I, CN, NO<sub>2</sub>, -NR<sup>6</sup>R<sup>6</sup>, -OR<sup>6</sup>, -S(O)<sub>r</sub>R<sup>6</sup>, -S(O)<sub>r</sub>NR<sup>6</sup>R<sup>6</sup>, -C(O)R<sup>6</sup>, -C(O)OR<sup>6</sup>, -OC(O)R<sup>6</sup>, -C(O)NR<sup>6</sup>R<sup>6</sup>, -OC(O)NR<sup>6</sup>R<sup>6</sup>, C<sub>1-6</sub> acyl, aryl, substituted aryl, heteroaryl, and substituted heteroaryl;

alternatively, two R<sup>3</sup> groups, taken together with the atom to which they are bonded, form i) a 5-7 membered saturated or unsaturated carbocycle, or ii) a 5-7 membered saturated or unsaturated heterocycle containing one or more atoms selected from the group consisting of nitrogen, oxygen, and sulfur,

wherein i) - ii) optionally is substituted with one or more moieties selected from the group consisting of carbonyl, F, Cl, Br, I, CN, NO<sub>2</sub>, -NR<sup>6</sup>R<sup>6</sup>, -OR<sup>6</sup>, -S(O)<sub>r</sub>R<sup>6</sup>, -S(O)<sub>r</sub>NR<sup>6</sup>R<sup>6</sup>, -C(O)R<sup>6</sup>, -C(O)OR<sup>6</sup>, -OC(O)R<sup>6</sup>, -C(O)NR<sup>6</sup>R<sup>6</sup>, -OC(O)NR<sup>6</sup>R<sup>6</sup>, C<sub>1-6</sub> acyl, aryl, substituted aryl, heteroaryl, and substituted heteroaryl;

R<sup>4</sup> is selected from the group consisting of:

a) hydrogen, b)  $-\text{NR}^3\text{R}^3$ , c)  $-\text{NR}^3\text{OR}^3$ , d)  $-\text{NR}^3\text{NR}^3\text{R}^3$  e)  $-\text{NHC(O)R}^3$ , f)  $-\text{C(O)NR}^3\text{R}^3$ , g)  $-\text{N}_3$ , h)  $\text{C}_{1-8}$  alkyl, i)  $\text{C}_{2-8}$  alkenyl, j)  $\text{C}_{2-8}$  alkynyl, k) saturated, unsaturated, or aromatic  $\text{C}_{3-8}$  carbocycle, and l) saturated, unsaturated, or aromatic 5-10 membered heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur,

wherein any of h) – l) optionally is substituted with one or more moieties selected from the group consisting of carbonyl, F, Cl, Br, I, CN,  $\text{NO}_2$ ,  $-\text{NR}^3\text{R}^3$ ,  $-\text{OR}^3$ ,  $-\text{SR}^3$ ,  $-\text{S(O)}_r\text{R}^5$ ,  $-\text{S(O)}_r\text{NR}^3\text{R}^3$ ,  $-\text{C(O)R}^3$ ,  $-\text{C(O)OR}^3$ ,  $-\text{OC(O)R}^3$ ,  $-\text{C(O)NR}^3\text{R}^3$ ,  $-\text{OC(O)NR}^3\text{R}^3$ ,  $\text{C}_{1-6}$  alkyl,  $\text{C}_{1-6}$  alkenyl,  $\text{C}_{1-6}$  alkynyl,  $\text{C}_{1-6}$  acyl, aryl, substituted aryl, heteroaryl, and substituted heteroaryl;

$\text{R}^5$  is selected from the group consisting of:

a) hydrogen, b)  $-\text{NR}^3\text{R}^3$ , c)  $-\text{NR}^3\text{OR}^3$ , d)  $-\text{NR}^3\text{NR}^3\text{R}^3$  e)  $-\text{NHC(O)R}^3$ , f)  $-\text{C(O)NR}^3\text{R}^3$ , g)  $-\text{N}_3$ , h)  $\text{C}_{1-8}$  alkyl, i)  $\text{C}_{2-8}$  alkenyl, j)  $\text{C}_{2-8}$  alkynyl, k) saturated, unsaturated, or aromatic  $\text{C}_{3-8}$  carbocycle, and l) saturated, unsaturated, or aromatic 5-10 membered heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur,

wherein any of h) – l) optionally is substituted with one or more moieties selected from the group consisting of F, Cl, Br, I, CN,  $\text{NO}_2$ ,  $-\text{NR}^3\text{R}^3$ ,  $-\text{OR}^3$ ,  $-\text{SR}^3$ ,  $-\text{C(O)R}^3$ ,  $-\text{C(O)OR}^3$ ,  $-\text{OC(O)R}^3$ ,  $-\text{C(O)NR}^3\text{R}^3$ ,  $-\text{OC(O)NR}^3\text{R}^3$ ,  $\text{C}_{1-6}$  alkyl,  $\text{C}_{1-6}$  alkenyl,  $\text{C}_{1-6}$  alkynyl,  $\text{C}_{1-6}$  acyl, aryl, substituted aryl, heteroaryl, and substituted heteroaryl;

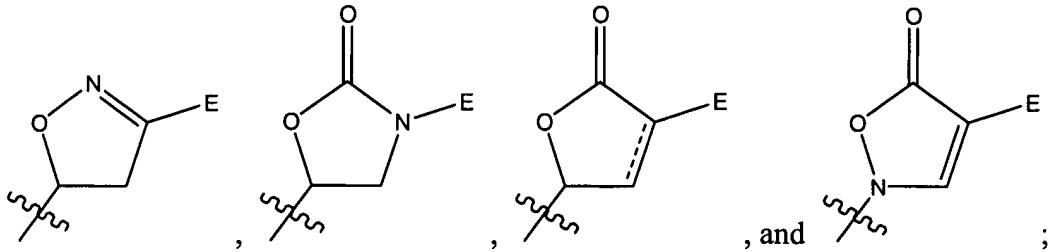
$\text{R}^6$ , at each occurrence, independently is selected from the group consisting of:

hydrogen,  $\text{C}_{1-6}$  alkyl,  $\text{C}_{1-6}$  alkenyl,  $\text{C}_{1-6}$  alkynyl,  $\text{C}_{1-6}$  acyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl;

alternatively, two  $\text{R}^6$  groups taken together are  $-(\text{CH}_2)_s-$ ,

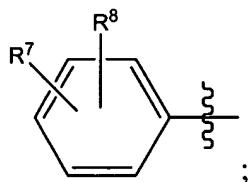
wherein s is 1, 2, 3, 4, or 5;

D-E is selected from the group consisting of:

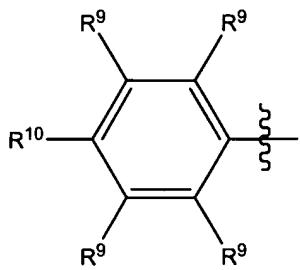


E is selected from the group consisting of:

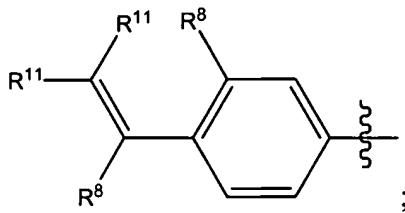
a)



b)



c)



d) 5-10 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, and optionally substituted with one or more R<sup>13</sup> groups;

e) C<sub>5-10</sub> saturated, unsaturated, or aromatic carbocycle, optionally substituted with one or more R<sup>13</sup> groups;

f) C<sub>1-8</sub> alkyl,

g) C<sub>2-8</sub> alkenyl,

- h)  $C_{3-8}$  alkynyl,
- i)  $C_{1-8}$  alkoxy,
- j)  $C_{1-8}$  ~~alkylthio~~ alkylthio,
- k)  $C_{1-8}$  acyl,
- l)  $S(O)_rR^5$ ; and
- m) hydrogen,

wherein any of f) – k) optionally is substituted with

- i) one or more  $R^{13}$  groups;
- ii) 5-6 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, and optionally substituted with one or more  $R^{13}$  groups; or
- iii)  $C_{5-10}$  saturated, unsaturated, or aromatic carbocycle, optionally substituted with one or more  $R^{13}$  groups;

$R^7$  is selected from the group consisting of:

- a) hydrogen, b) carbonyl, c) formyl, d) F, e) Cl, f) Br, g) I, h) CN, i)  $NO_2$ ,
- j)  $OR^3$ , k)  $-S(O)_rR^5$ , l)  $-S(O)_iN=R^2$ , m)  $-C(O)R^2$ , n)  $-C(O)OR^3$ , o)  $-OC(O)R^2$ , p)  $-C(O)NR^2R^2$ , q)  $-OC(O)NR^2R^2$ , r)  $-C(=NR^{12})R^2$ , s)  $-C(R^2)(R^2)OR^3$ , t)  $-C(R^2)(R^2)OC(O)R^2$ , u)  $-C(R^2)(OR^3)(CH_2)_rNR^2R^2$ , v)  $-NR^2R^2$ , w)  $-NR^2OR^3$ , x)  $-N(R^2)C(O)R^2$ , y)  $-N(R^2)C(O)OR^3$ , z)  $-N(R^2)C(O)NR^2R^2$ , aa)  $-N(R^2)S(O)_rR^5$ , bb)  $-C(OR^6)(OR^6)R^2$ , cc)  $-C(R^2)(R^3)NR^2R^2$ , dd)  $-C(R^2)(R^3)NR^2R^{12}$ , ee)  $=NR^{12}$ , ff)  $-C(S)NR^2R^2$ , gg)  $-N(R^2)C(S)R^2$ , hh)  $-OC(S)NR^2R^2$ , ii)  $-N(R^2)C(S)OR^3$ , jj)  $-N(R^2)C(S)NR^2R^2$ , kk)  $-SC(O)R^2$ , ll)  $C_{1-8}$  alkyl, mm)  $C_{2-8}$  alkenyl, nn)  $C_{2-8}$  alkynyl, oo)  $C_{1-8}$  alkoxy, pp)  $C_{1-8}$  alkylthio, qq)  $C_{1-8}$  acyl, rr) saturated, unsaturated, or aromatic  $C_{5-10}$  carbocycle, and ss) saturated, unsaturated, or aromatic 5-10 membered heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur,

wherein any of ll) – ss) optionally is substituted with one or more moieties selected from the group consisting of:

carbonyl; formyl; F; Cl; Br; I; CN; NO<sub>2</sub>; OR<sup>3</sup>; -S(O)<sub>r</sub>R<sup>5</sup>;  
-S(O)<sub>r</sub>N=R<sup>2</sup>, -C(O)R<sup>2</sup>; -C(O)OR<sup>3</sup>; -OC(O)R<sup>2</sup>; -C(O)NR<sup>2</sup>R<sup>2</sup>;  
-OC(O)NR<sup>2</sup>R<sup>2</sup>; -C(=NR<sup>10</sup>)R<sup>2</sup>; -C(R<sup>2</sup>)(R<sup>2</sup>)OR<sup>3</sup>;  
-C(R<sup>2</sup>)(R<sup>2</sup>)OC(O)R<sup>2</sup>; -C(R<sup>2</sup>)(OR<sup>3</sup>)(CH<sub>2</sub>)<sub>n</sub>R<sup>2</sup>R<sup>2</sup>; -NR<sup>2</sup>R<sup>2</sup>;  
-NR<sup>2</sup>OR<sup>3</sup>; -NR<sup>2</sup>C(O)R<sup>2</sup>; -NR<sup>2</sup>C(O)OR<sup>3</sup>; -NR<sup>2</sup>C(O)NR<sup>2</sup>R<sup>2</sup>;  
-NR<sup>2</sup>S(O)<sub>r</sub>R<sup>5</sup>; -C(OR<sup>6</sup>)(OR<sup>6</sup>)R<sup>2</sup>; -C(R<sup>2</sup>)(R<sup>3</sup>)NR<sup>2</sup>R<sup>2</sup>;  
-C(R<sup>2</sup>)(R<sup>3</sup>)NR<sup>2</sup>R<sup>12</sup>; =NR<sup>12</sup>; -C(S)NR<sup>2</sup>R<sup>2</sup>; -NR<sup>2</sup>C(S)R<sup>2</sup>;  
-OC(S)NR<sup>2</sup>R<sup>2</sup>; -NR<sup>2</sup>C(S)OR<sup>3</sup>; -NR<sup>2</sup>C(S)NR<sup>2</sup>R<sup>2</sup>; -SC(O)R<sup>2</sup>;  
C<sub>2-5</sub> alkenyl; C<sub>2-5</sub> alkynyl; C<sub>1-8</sub> alkoxy; C<sub>1-8</sub> alkylthio; C<sub>1-8</sub> acyl;  
saturated, unsaturated, or aromatic C<sub>5-10</sub> carbocycle, optionally substituted with one or more R<sup>8</sup> groups; and saturated, unsaturated, or aromatic 5-10 membered heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, and optionally substituted with one or more R<sup>8</sup> groups;

R<sup>8</sup> is selected from the group consisting of:

hydrogen; F; Cl; Br; I; CN; NO<sub>2</sub>; OR<sup>6</sup>; aryl; substituted aryl; heteroaryl; substituted heteroaryl; and C<sub>1-6</sub> alkyl, optionally substituted with one or more moieties selected from the group consisting of aryl, substituted aryl, heteroaryl, substituted heteroaryl, F, Cl, Br, I, CN, NO<sub>2</sub>, and OR<sup>6</sup>;  
alternatively, R<sup>7</sup> and R<sup>8</sup> taken together are -O(CH<sub>2</sub>)<sub>n</sub>O-;

R<sup>9</sup>, at each occurrence, independently is selected from the group consisting of:

hydrogen, F, Cl, Br, I, CN, OR<sup>3</sup>, NO<sub>2</sub>, -NR<sup>2</sup>R<sup>2</sup>, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> acyl, and C<sub>1-6</sub> alkoxy;

R<sup>10</sup> is selected from the group consisting of:

a) saturated, unsaturated, or aromatic C<sub>5-10</sub> carbocycle, b) saturated, unsaturated, or aromatic 5-10 membered heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen,

and sulfur, c) -X-C<sub>1-6</sub> alkyl-saturated, unsaturated, or aromatic 5-10 membered heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, d) saturated, unsaturated, or aromatic 10-membered bicyclic ring system optionally containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, e) saturated, unsaturated, or aromatic 13-membered tricyclic ring system optionally containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, and f) R<sup>9</sup>,

wherein

any of a) - e) optionally is substituted with one or more R<sup>13</sup> groups, and

X is O or NR<sup>3</sup>;

alternatively, R<sup>10</sup> and one R<sup>9</sup> group, taken together with the atoms to which they are bonded, form a 5-7 membered saturated or unsaturated carbocycle, optionally substituted with one or more R<sup>13</sup> groups; or a 5-7 membered saturated or unsaturated heterocycle containing one or more atoms selected from the group consisting of nitrogen, oxygen, and sulfur, and optionally substituted with one or more R<sup>13</sup> groups;

R<sup>11</sup> at each occurrence, independently is selected from the group consisting of: hydrogen; an electron-withdrawing group; aryl; substituted aryl; heteroaryl; substituted heteroaryl; and C<sub>1-6</sub> alkyl, optionally substituted with F, Cl, or Br;

alternatively, any R<sup>11</sup> and R<sup>8</sup>, taken together with the atoms to which they are bonded, form a 5-7 membered saturated or unsaturated carbocycle, optionally substituted with one or more R<sup>13</sup> groups; or a 5-7 membered saturated or unsaturated heterocycle containing one or more atoms selected from the group consisting of nitrogen, oxygen, and sulfur, and optionally substituted with one or more R<sup>13</sup> groups;

R<sup>12</sup> is selected from the group consisting of:

$-\text{NR}^2\text{R}^2$ ,  $-\text{OR}^3$ ,  $-\text{OC(O)R}^2$ ,  $-\text{OC(O)OR}^3$ ,  $-\text{NR}^2\text{C(O)R}^2$ ,  $-\text{NR}^2\text{C(O)NR}^2\text{R}^2$ ,  
 $-\text{NR}^2\text{C(S)NR}^2\text{R}^2$ , and  $-\text{NR}^2\text{C(=NR}^2\text{)NR}^2\text{R}^2$ ;

$\text{R}^{13}$ , at each occurrence, independently is selected from the group consisting of:

a) hydrogen, b) carbonyl, c) formyl d) F, e) Cl, f) Br, g) I, h) CN, i)  $\text{NO}_2$ , j)  $\text{OR}^3$ , k)  $-\text{S(O)}_r\text{R}^5$ , l)  $-\text{S(O)}_r\text{N}=\text{R}^3$ , m)  $-\text{C(O)R}^2$ , n)  $-\text{C(O)OR}^3$ , o)  $-\text{OC(O)R}^2$ , p)  $-\text{C(O)NR}^2\text{R}^2$ , q)  $-\text{OC(O)NR}^2\text{R}^2$ , r)  $-\text{C(=NR}^{12}\text{)R}^2$ , s)  $-\text{C(R}^2\text{)(R}^2\text{)OR}^3$ , t)  $-\text{C(R}^2\text{)(R}^2\text{)OC(O)R}^2$ , u)  $-\text{C(R}^2\text{)(OR}^3\text{)(CH}_2\text{)}_r\text{NR}^2\text{R}^2$ , v)  $-\text{NR}^2\text{R}^2$ , w)  $-\text{NR}^2\text{OR}^3$ , x)  $-\text{N(R}^2\text{)C(O)R}^2$ , y)  $-\text{N(R}^2\text{)C(O)OR}^3$ , z)  $-\text{N(R}^2\text{)C(O)NR}^2\text{R}^2$ , aa)  $-\text{N(R}^2\text{)S(O)}_r\text{R}^5$ , bb)  $-\text{C(OR}^6\text{)(OR}^6\text{)R}^2$ , cc)  $-\text{C(R}^2\text{)(R}^3\text{)NR}^2\text{R}^2$ , dd)  $-\text{C(R}^2\text{)(R}^3\text{)NR}^2\text{R}^{12}$ , ee)  $=\text{NR}^{12}$ , ff)  $-\text{C(S)NR}^2\text{R}^2$ , gg)  $-\text{N(R}^2\text{)C(S)R}^2$ , hh)  $-\text{OC(S)NR}^2\text{R}^2$ , ii)  $-\text{N(R}^2\text{)C(S)OR}^3$ , jj)  $-\text{N(R}^2\text{)C(S)NR}^2\text{R}^2$ , kk)  $-\text{SC(O)R}^2$ , ll)  $\text{C}_{1-8}$  alkyl, mm)  $\text{C}_{2-8}$  alkenyl, nn)  $\text{C}_{2-8}$  alkynyl, oo)  $\text{C}_{1-8}$  alkoxy, pp)  $\text{C}_{1-8}$  alkylthio, qq)  $\text{C}_{1-8}$  acyl, rr) saturated, unsaturated, or aromatic  $\text{C}_{5-10}$  carbocycle, ss) saturated, unsaturated, or aromatic 5-10 membered heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, tt) saturated, unsaturated, or aromatic 10-membered bicyclic ring system optionally containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, and uu) saturated, unsaturated, or aromatic 13-membered tricyclic ring system optionally containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur,

wherein any of ll) – uu) optionally is substituted with one or more moieties selected from the group consisting of:

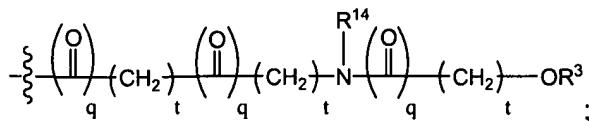
carbonyl; formyl; F; Cl; Br; I; CN;  $\text{NO}_2$ ;  $\text{OR}^3$ ;  $-\text{S(O)}_r\text{R}^5$ ;  
 $-\text{S(O)}_r\text{N}=\text{R}^2$ ,  $-\text{C(O)R}^2$ ;  $-\text{C(O)OR}^3$ ;  $-\text{OC(O)R}^2$ ;  $-\text{C(O)NR}^2\text{R}^2$ ;  
 $-\text{OC(O)NR}^2\text{R}^2$ ;  $-\text{C(=NR}^{12}\text{)R}^2$ ;  $-\text{C(R}^2\text{)(R}^2\text{)OR}^3$ ;  
 $-\text{C(R}^2\text{)(R}^2\text{)OC(O)R}^2$ ;  $-\text{C(R}^2\text{)(OR}^3\text{)(CH}_2\text{)}_r\text{NR}^2\text{R}^2$ ;  $-\text{NR}^2\text{R}^2$ ;  
 $-\text{NR}^2\text{OR}^3$ ;  $-\text{NR}^2\text{C(O)R}^2$ ;  $-\text{NR}^2\text{C(O)OR}^3$ ;  $-\text{NR}^2\text{C(O)NR}^2\text{R}^2$ ;  
 $-\text{NR}^2\text{S(O)}_r\text{R}^5$ ;  $-\text{C(OR}^6\text{)(OR}^6\text{)R}^2$ ;  $-\text{C(R}^2\text{)(R}^3\text{)NR}^2\text{R}^2$ ;  
 $-\text{C(R}^2\text{)(R}^3\text{)NR}^2\text{R}^{12}$ ;  $=\text{NR}^{12}$ ;  $-\text{C(S)NR}^2\text{R}^2$ ;  $-\text{NR}^2\text{C(S)R}^2$ ;

-OC(S)NR<sup>2</sup>R<sup>2</sup>; -NR<sup>2</sup>C(S)OR<sup>3</sup>; -NR<sup>2</sup>C(S)NR<sup>2</sup>R<sup>2</sup>; -SC(O)R<sup>2</sup>; C<sub>1-8</sub> alkyl, C<sub>2-8</sub> alkenyl; C<sub>2-8</sub> alkynyl; C<sub>1-8</sub> alkoxy; C<sub>1-8</sub> alkylthio; C<sub>1-8</sub> acyl; saturated, unsaturated, or aromatic C<sub>3-10</sub> carbocycle optionally substituted with one or more R<sup>7</sup> groups; and saturated, unsaturated, or aromatic 3-10 membered heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, and substituted with one or more R<sup>7</sup> groups;

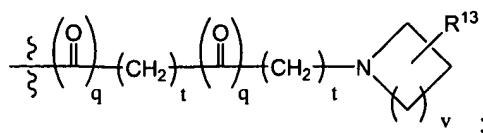
G is selected from the group consisting of:

a) C<sub>1-4</sub> alkyl, b) C<sub>5-8</sub> alkyl, c) C<sub>2-8</sub> alkenyl, d) C<sub>2-8</sub> alkynyl, e) C<sub>1-8</sub> alkoxy, f) C<sub>1-8</sub> alkylthio, g) C<sub>1-8</sub> acyl, gh) saturated, unsaturated, or aromatic C<sub>5-10</sub> carbocycle, hi) saturated, unsaturated, or aromatic 5-10 membered heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur,

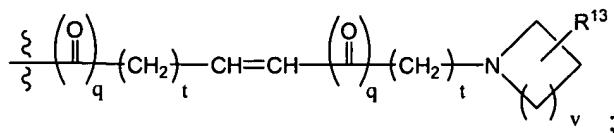
ij)



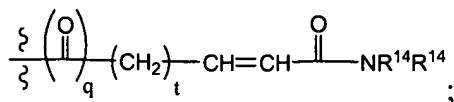
jk)



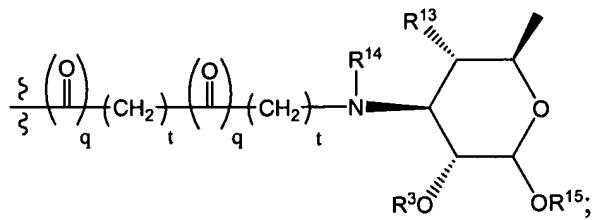
$\frac{k}{l}1$ )



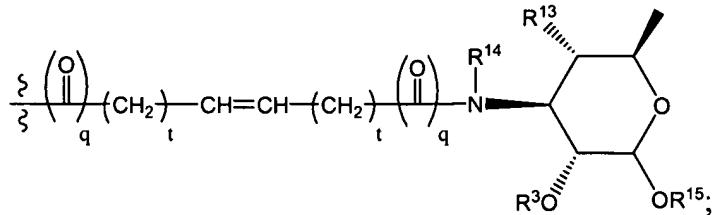
Im)



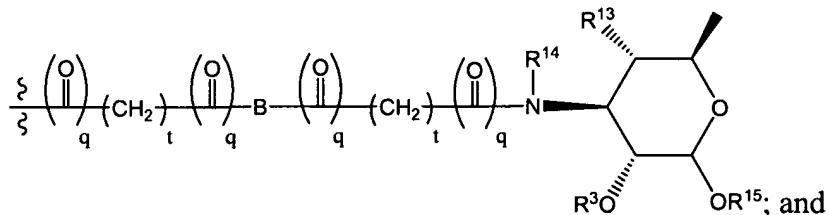
ma)



ne)



op)



pq)  $-(CH_2)_t-NR^2-(CH_2)_t-C(R^3)(R^3)OR^3;$

wherein

- i) a) is substituted with, and
- ii) any of b) – i) optionally is substituted with one or more moieties selected from the group consisting of:

carbonyl; formyl; F; Cl; Br; I; CN; NO<sub>2</sub>; OR<sup>3</sup>; -S(O)<sub>r</sub>R<sup>5</sup>;  
 -S(O)<sub>r</sub>N=R<sup>2</sup>; -C(O)R<sup>2</sup>; -C(O)OR<sup>3</sup>; -OC(O)R<sup>2</sup>; -C(O)NR<sup>2</sup>R<sup>2</sup>;  
 -OC(O)NR<sup>2</sup>R<sup>2</sup>; -C(=NR<sup>12</sup>)R<sup>2</sup>; -C(R<sup>2</sup>)(R<sup>2</sup>)OR<sup>3</sup>;  
 -C(R<sup>2</sup>)(R<sup>2</sup>)OC(O)R<sup>2</sup>; -C(R<sup>2</sup>)(OR<sup>3</sup>)(CH<sub>2</sub>)<sub>r</sub>NR<sup>2</sup>R<sup>2</sup>; -NR<sup>2</sup>R<sup>2</sup>;  
 -NR<sup>2</sup>OR<sup>3</sup>; -NR<sup>2</sup>C(O)R<sup>2</sup>; -NR<sup>2</sup>C(O)OR<sup>3</sup>; -NR<sup>2</sup>C(O)NR<sup>2</sup>R<sup>2</sup>;  
 -NR<sup>2</sup>S(O)<sub>r</sub>R<sup>5</sup>; -C(OR<sup>6</sup>)(OR<sup>6</sup>)R<sup>2</sup>; -C(R<sup>2</sup>)(R<sup>3</sup>)NR<sup>2</sup>R<sup>2</sup>;  
 -C(R<sup>2</sup>)(R<sup>3</sup>)NR<sup>2</sup>R<sup>12</sup>; =NR<sup>12</sup>; -C(S)NR<sup>2</sup>R<sup>2</sup>; -NR<sup>2</sup>C(S)R<sup>2</sup>;  
 -OC(S)NR<sup>2</sup>R<sup>2</sup>; -NR<sup>2</sup>C(S)OR<sup>3</sup>; -NR<sup>2</sup>C(S)NR<sup>2</sup>R<sup>2</sup>; -SC(O)R<sup>2</sup>;  
 C<sub>2-5</sub> alkenyl; C<sub>2-5</sub> alkynyl; C<sub>1-8</sub> alkoxy; C<sub>1-8</sub> alkylthio; C<sub>1-8</sub> acyl; saturated, unsaturated, or aromatic C<sub>5-10</sub> carbocycle,

optionally substituted with one or more R<sup>13</sup> groups; and  
saturated, unsaturated, or aromatic 5-10 membered  
heterocycle containing one or more heteroatoms selected  
from the group consisting of nitrogen, oxygen, and sulfur,  
and optionally substituted with one or more R<sup>13</sup> groups;

t, at each occurrence, independently is 0, 1, 2, or 3;

v is 0, 1, 2, 3, 4, 5, or 6;

R<sup>14</sup> is selected from the group consisting of:

- a) hydrogen, b) C<sub>1-6</sub>-alkyl, c) C<sub>2-6</sub> alkenyl, d) C<sub>2-6</sub> alkynyl, e) -C(O)-R<sup>3</sup>,  
f) -C(O)-C<sub>1-6</sub> alkyl-R<sup>3</sup>, g) -C(O)-C<sub>2-6</sub> alkenyl-R<sup>3</sup>, h) -C(O)-C<sub>2-6</sub> alkynyl-R<sup>3</sup>,  
i) -C<sub>1-6</sub> alkyl-J-R<sup>3</sup>, j) -C<sub>2-6</sub> alkenyl-J-R<sup>3</sup>; and k) -C<sub>2-6</sub> alkynyl-J-R<sup>3</sup>;

wherein

- (i) any of b) – d) optionally is substituted with one or more  
substituents selected from the group consisting of:

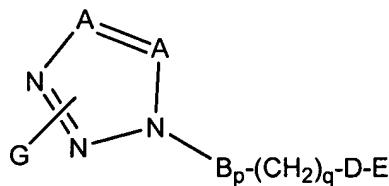
F, Cl, Br, I, aryl, substituted aryl, heteroaryl, substituted  
heteroaryl, -OR<sup>3</sup>, -O-C<sub>1-6</sub> alkyl-R<sup>2</sup>, -O-C<sub>2-6</sub> alkenyl-R<sup>2</sup>, -O-  
C<sub>2-6</sub> alkynyl-R<sup>2</sup>, and-NR<sup>2</sup>R<sup>2</sup>; and

- (ii) J is selected from the group consisting of:  
-OC(O)-, -OC(O)O-, -OC(O)NR<sup>2</sup>-, -C(O)NR<sup>2</sup>-, -  
NR<sup>2</sup>C(O)-, -NR<sup>2</sup>C(O)O-, -NR<sup>2</sup>C(O)NR<sup>2</sup>-,  
-NR<sup>2</sup>C(NH)NR<sup>2</sup>-, and S(O)<sub>r</sub>; and

R<sup>15</sup> is selected from the group consisting of:

hydrogen; C<sub>1-10</sub> alkyl, optionally substituted with one or more R<sup>13</sup> groups;  
C<sub>1-6</sub> acyl, optionally substituted with one or more R<sup>13</sup> groups; aryl;  
substituted aryl; heteroaryl; substituted heteroaryl; arylalkyl; substituted  
arylalkyl; and a macrolide.

2. (Original) The compound according to claim 1, having the formula:

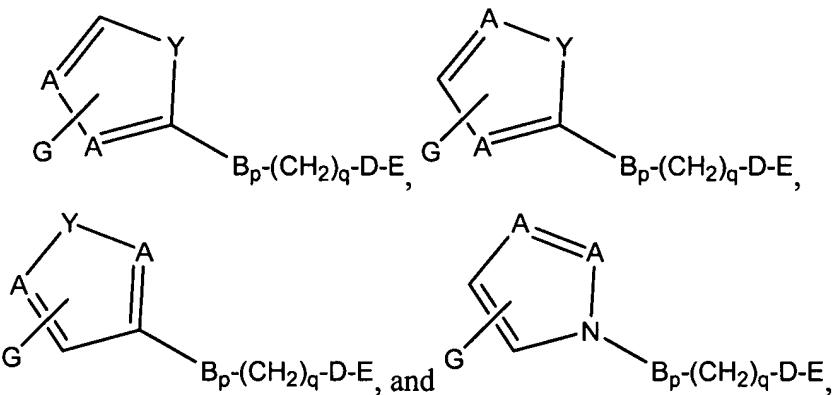


wherein

A, at each occurrence, independently is carbon or nitrogen, provided at least one A is carbon, and

p, q, B, D, E, and G are as defined in claim 1.

3. (Withdrawn). The compound according to claim 1, having the formula selected from the group consisting of:



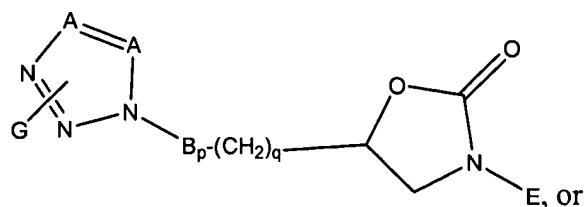
wherein

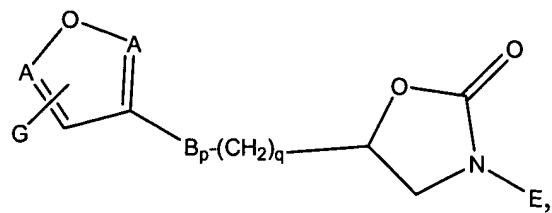
Y is oxygen or sulfur,

A, at each occurrence, independently is carbon or nitrogen, and

p, q, B, D, E, and G are as defined in claim 1

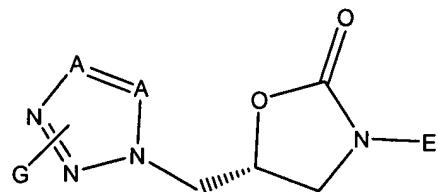
4. (Original) The compound according to claim 1, having the formula:





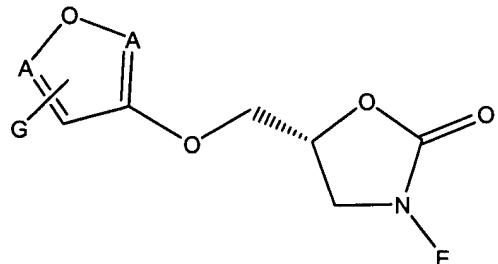
wherein p, q, A, B, E, and G are as defined in claim 1.

5. (Original) The compound according to claim 4, having the formula:



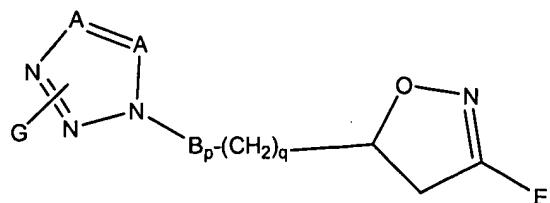
wherein A, E, and G are as defined in claim 1.

6. (Withdrawn) The compound according to claim 4, having the formula:

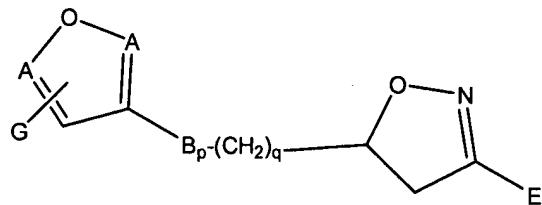


wherein A, E, and G are as defined in claim 1.

7. (Withdrawn) The compound according to claim 1, having the formula:

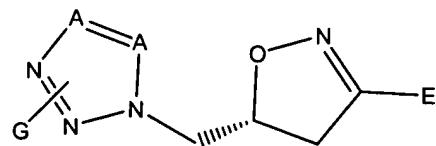


or



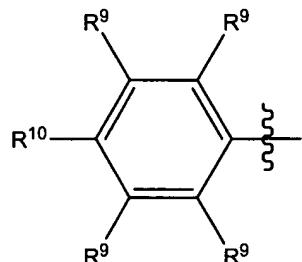
wherein p, q, A, E, and G are as defined in claim 1.

8. (Withdrawn) The compound according to claim 7, having the formula:



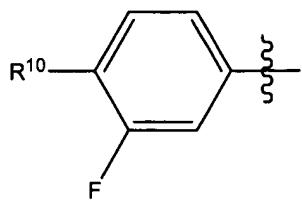
wherein A, E, and G are as defined in claim 1.

9. (Original) The compound according to claim 1, wherein E has the formula:



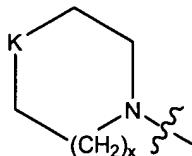
wherein  $R^9$  and  $R^{10}$ , at each occurrence, are as defined in claim 1.

10. (Original) The compound according to claim 1, wherein E has the formula:



wherein R<sup>10</sup> is as defined in claim 1.

11. (Original) The compound according to claim 9, wherein R<sup>10</sup> has the formula:



wherein

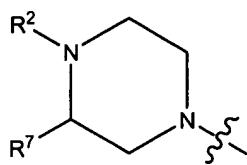
K is selected from the group consisting of O, NR<sup>2</sup>, and S(O)<sub>r</sub>, and  
x is 0, 1, 2, or 3.

12. (Original) The compound according to claim 11, wherein K is oxygen.

13. (Currently amended.) The compound according to claim 11, wherein t x is 1.

14. (Withdrawn) The compound according to claim 9, wherein R<sup>10</sup> is -C(O)CH<sub>3</sub>.

15. (Withdrawn) The compound according to claim 9, wherein R<sup>10</sup> has the formula:

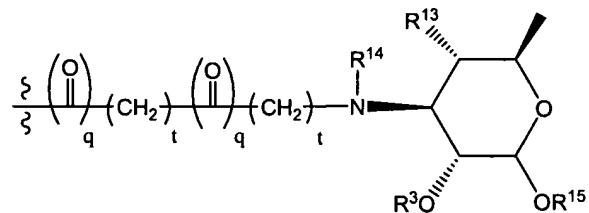


wherein R<sup>2</sup> and R<sup>7</sup> are as defined in claim 1.

16. (Withdrawn) The compound according to claim 15, wherein R<sup>2</sup> is –  
C(O)-CH<sub>2</sub>-OH.

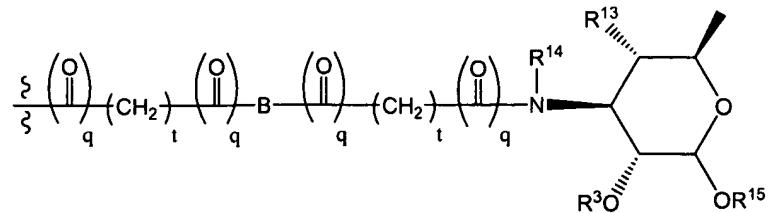
17. (Withdrawn) The compound according to claim 15, wherein R<sup>7</sup> is hydrogen.

18. (Original) The compound according to claim 1, wherein G has the formula:



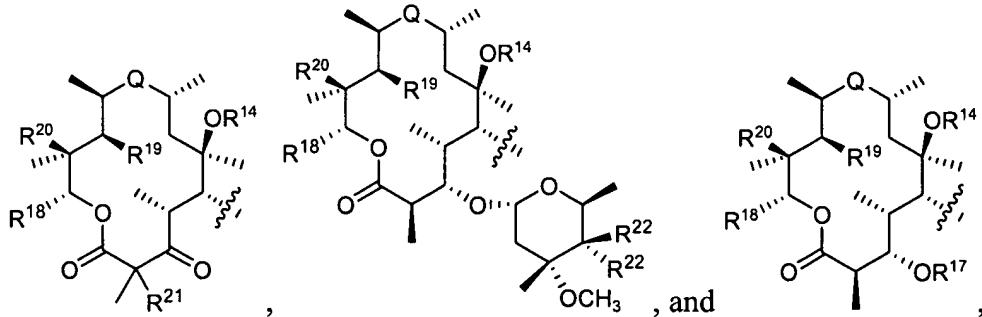
and R<sup>15</sup> is a macrolide.

19. (Original) The compound according to claim 1, wherein G has the formula:



and R<sup>15</sup> is a macrolide.

20. (Original) The compound according to claim 1, wherein  $R^{15}$  is selected from the group consisting of:



and pharmaceutically acceptable salts, esters and prodrugs thereof, wherein

$R^{17}$  is selected from the group consisting of:

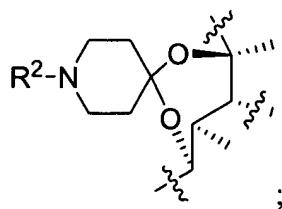
hydrogen, hydroxy protecting group,  $R^3$ , and  $-V-W-R^{13}$ ,

wherein

$V$  is  $-C(O)$ ,  $-C(O)O-$ ,  $-C(O)NR^2-$ , or absent, and

$W$  is  $C_{1-6}$  alkyl, or absent;

alternatively  $R^{17}$  and  $R^{14}$ , taken together with the atoms to which they are bonded, form:



$Q$  is selected from the group consisting of:

$-NR^2CH_2-$ ,  $-CH_2-NR^2-$ ,  $-C(O)-$ ,  $-C(=NR^2)-$ ,  $-C(=NOR^3)-$ ,  $-C(=N-NR^2R^2)-$ ,  $-CH(OR^3)-$ , and  $-CH(NR^2R^2)-$ ;

$R^{18}$  is selected from the group consisting of:

i)  $C_{1-6}$  alkyl, ii)  $C_{2-6}$  alkenyl, and iii)  $C_{2-6}$  alkynyl;

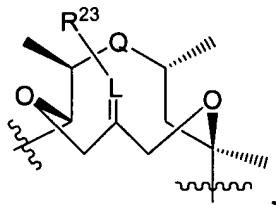
wherein any of i) – iii) optionally is substituted with one or more moieties selected from the group consisting of  $-OR^3$ , aryl, substituted aryl, heteroaryl, and substituted heteroaryl;

$R^{19}$  is selected from the group consisting of:

a)  $-\text{OR}^{17}$ , b)  $\text{C}_{1-6}$  alkyl, c)  $\text{C}_{2-6}$  alkenyl, d)  $\text{C}_{2-6}$  alkynyl, e)  $-\text{NR}^2\text{R}^2$ , f)  $-\text{C}(\text{O})\text{R}^3$ , g)  $-\text{C}(\text{O})-\text{C}_{1-6}$  alkyl- $\text{R}^{13}$ , h)  $-\text{C}(\text{O})-\text{C}_{2-6}$  alkenyl- $\text{R}^{13}$ , and i)  $-\text{C}(\text{O})-\text{C}_{2-6}$  alkynyl- $\text{R}^{13}$ ,

wherein any of b) - d) optionally is substituted with one or more  $\text{R}^{13}$  groups;

alternatively,  $\text{R}^{14}$  and  $\text{R}^{19}$ , taken together with the atoms to which they are bonded, form:



wherein

L is CH or N, and

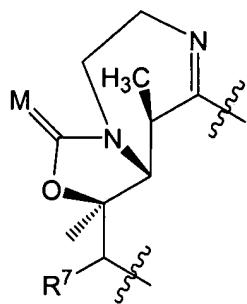
$\text{R}^{23}$  is  $-\text{OR}^3$ , or  $\text{R}^3$ ;

$\text{R}^{20}$  is  $-\text{OR}^{17}$ ;

alternatively,  $\text{R}^{19}$  and  $\text{R}^{20}$ , taken together with the atoms to which they are bonded, form a 5-membered ring by attachment to each other through a linker selected from the group consisting of:

$-\text{OC}(\text{R}^2)(\text{R}^2)\text{O}-$ ,  $-\text{OC}(\text{O})\text{O}-$ ,  $-\text{OC}(\text{O})\text{NR}^2-$ ,  $-\text{NR}^2\text{C}(\text{O})\text{O}-$ ,  $-\text{OC}(\text{O})\text{NOR}^3-$ ,  
 $-\text{N}(\text{OR}^3)\text{C}(\text{O})\text{O}-$ ,  $-\text{OC}(\text{O})\text{N}-\text{NR}^2\text{R}^2-$ ,  $-\text{N}(\text{NR}^2\text{R}^2)\text{C}(\text{O})\text{O}-$ ,  $-\text{OC}(\text{O})\text{CHR}^2-$ ,  
 $-\text{CHR}^2\text{C}(\text{O})\text{O}-$ ,  $-\text{OC}(\text{S})\text{O}-$ ,  $-\text{OC}(\text{S})\text{NR}^2-$ ,  $-\text{NR}^2\text{C}(\text{S})\text{O}-$ ,  $-\text{OC}(\text{S})\text{NOR}^3-$ ,  
 $-\text{N}(\text{OR}^3)\text{C}(\text{S})\text{O}-$ ,  $-\text{OC}(\text{S})\text{N}-\text{NR}^2\text{R}^2-$ ,  $-\text{N}(\text{NR}^2\text{R}^2)\text{C}(\text{S})\text{O}-$ ,  $-\text{OC}(\text{S})\text{CHR}^2-$ , and  
 $-\text{CHR}^2\text{C}(\text{S})\text{O}-$ ;

alternatively, Q,  $\text{R}^{19}$ , and  $\text{R}^{20}$ , taken together with the atoms to which they are bonded, form:



wherein

M is O or NR<sup>2</sup>;

R<sup>21</sup> is selected from the group consisting of:

hydrogen, F, Cl, Br, and C<sub>1-6</sub> alkyl;

R<sup>22</sup>, at each occurrence, independently is selected from the group consisting of:

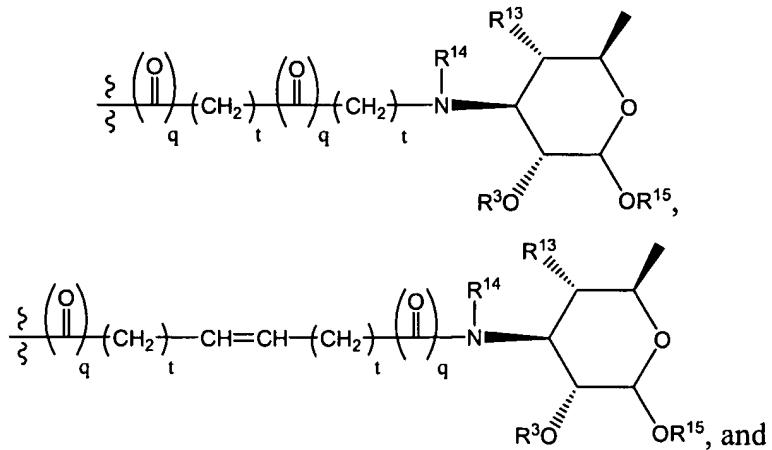
hydrogen, -OR<sup>3</sup>, -O-hydroxy protecting group, -O-C<sub>1-6</sub> alkyl-J-R<sup>13</sup>,

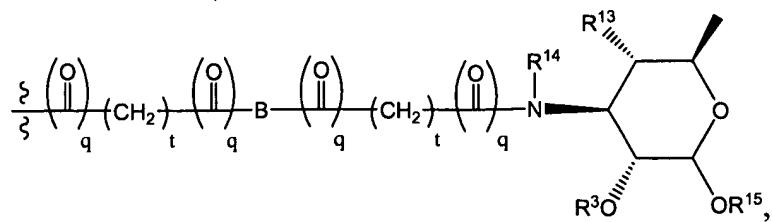
-O-C<sub>2-6</sub> alkenyl-J-R<sup>13</sup>, -O-C<sub>1-6</sub> alkynyl-J-R<sup>13</sup>, and -NR<sup>2</sup>R<sup>2</sup>;

alternatively, two R<sup>22</sup> groups taken together are =O, =N-OR<sup>3</sup>, or =N-NR<sup>2</sup>R<sup>2</sup>; and

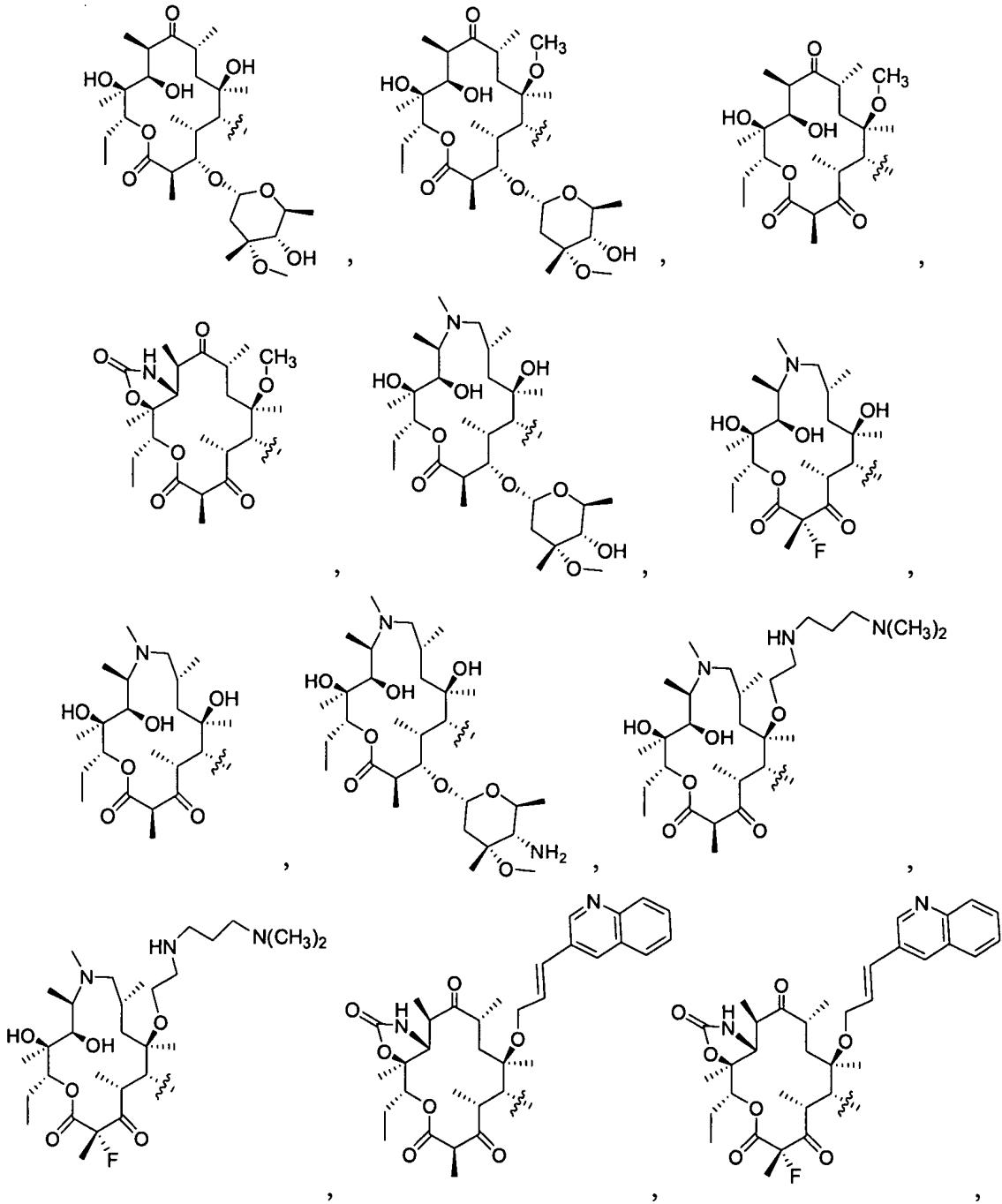
R<sup>2</sup>, R<sup>3</sup>, R<sup>13</sup>, R<sup>14</sup>, and J are as described in claim 1.

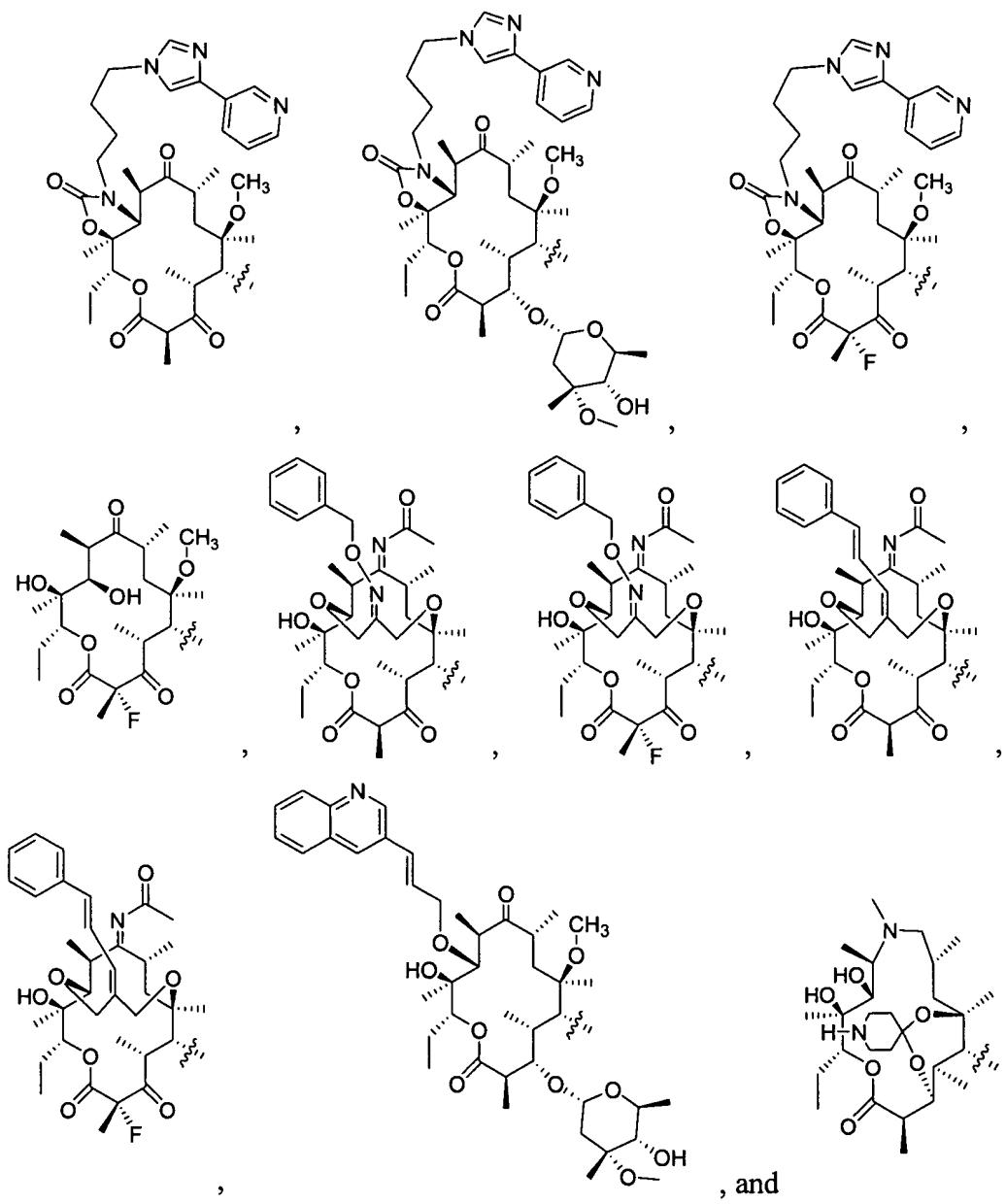
21. (Original) The compound according to claim 1, wherein G has the formula selected from the group consisting of:



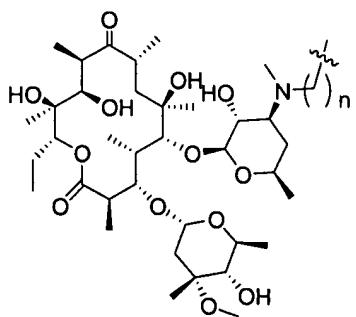


and  $\text{R}^{15}$  has the formula selected from the group consisting of:



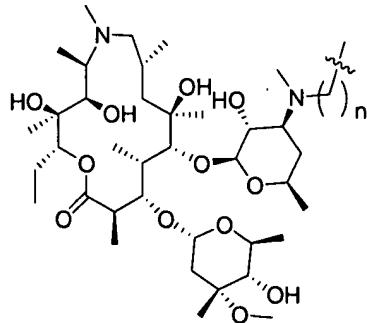


22. (Original) The compound according to claim 1, wherein G has the formula:



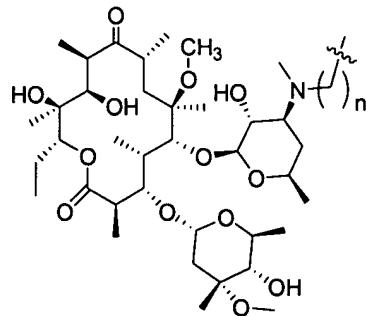
wherein  $n = 1, 2, 3$ , or  $4$ .

23. (Withdrawn) The compound according to claim 1, wherein G has the formula:



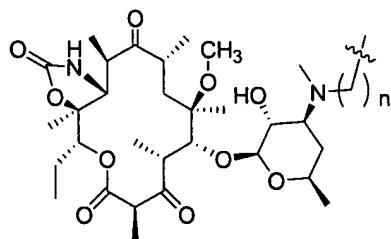
wherein  $n = 1, 2, 3$ , or  $4$ .

24. (Original) The compound according to claim 1, wherein G has the formula:



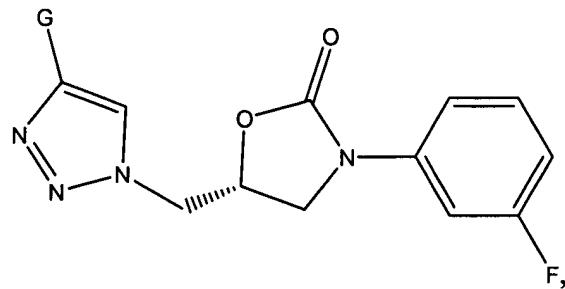
wherein  $n = 1, 2, 3$ , or  $4$ .

25. (Withdrawn) The compound according to claim 1, wherein G has the formula:



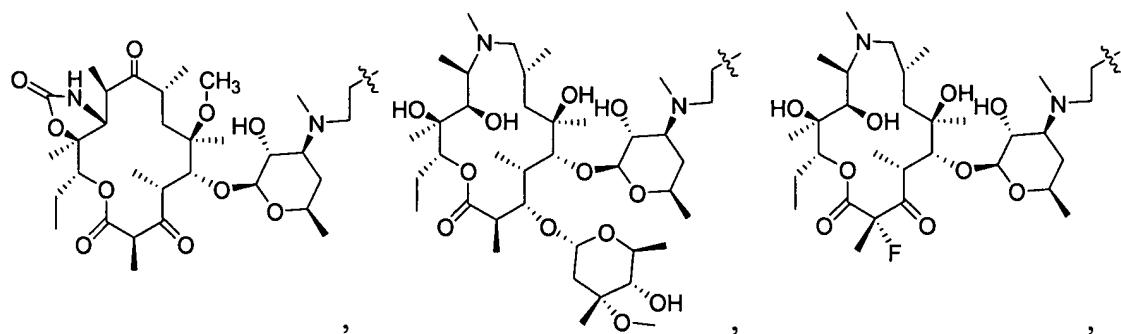
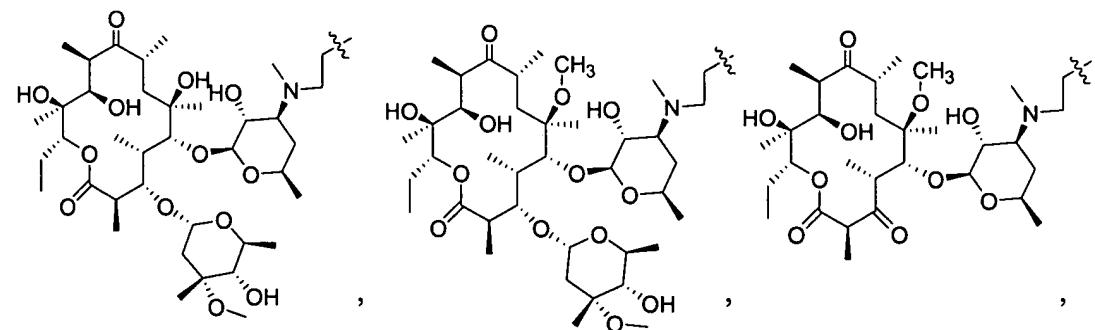
wherein  $n = 1, 2, 3$ , or  $4$ .

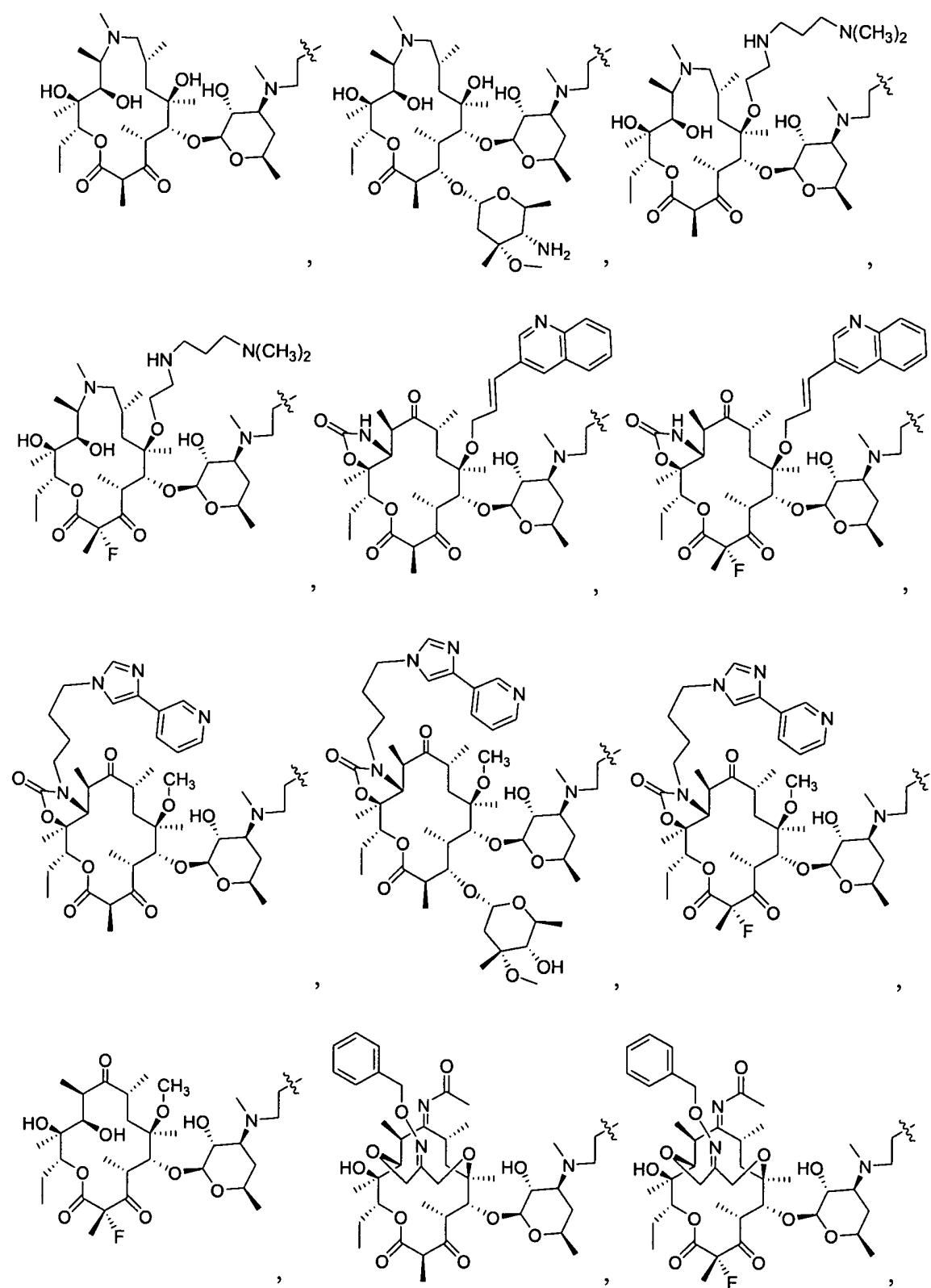
26. (Withdrawn) The compound according to claim 1, having the formula:

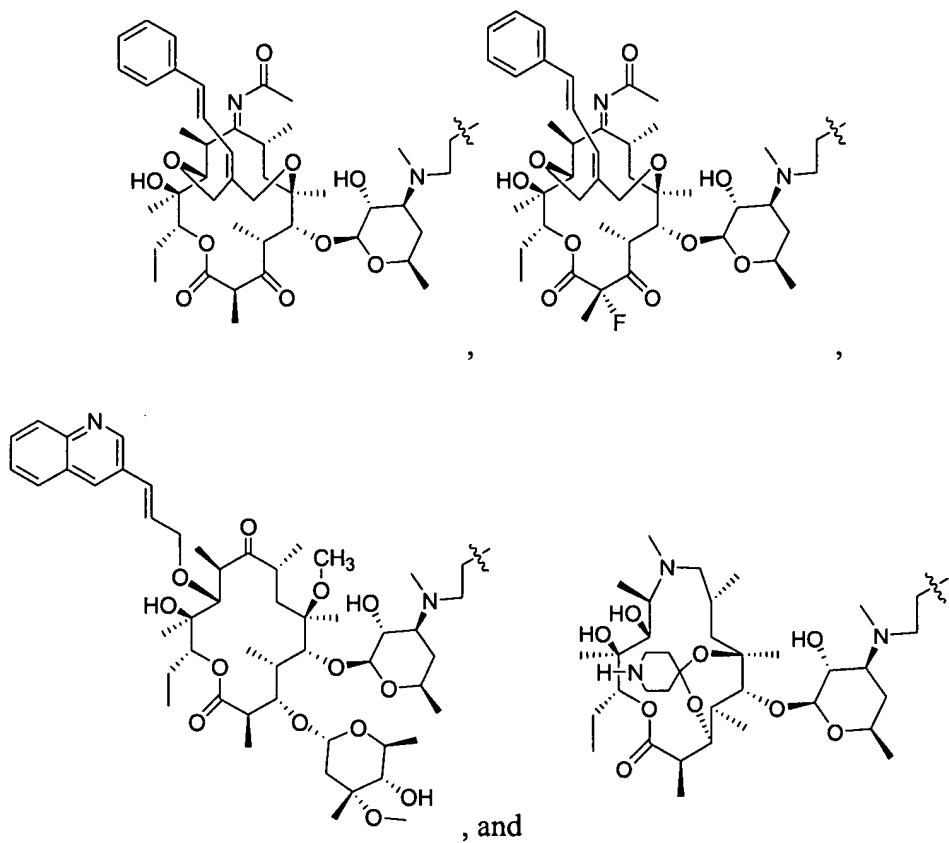


wherein G is as described in claim 1.

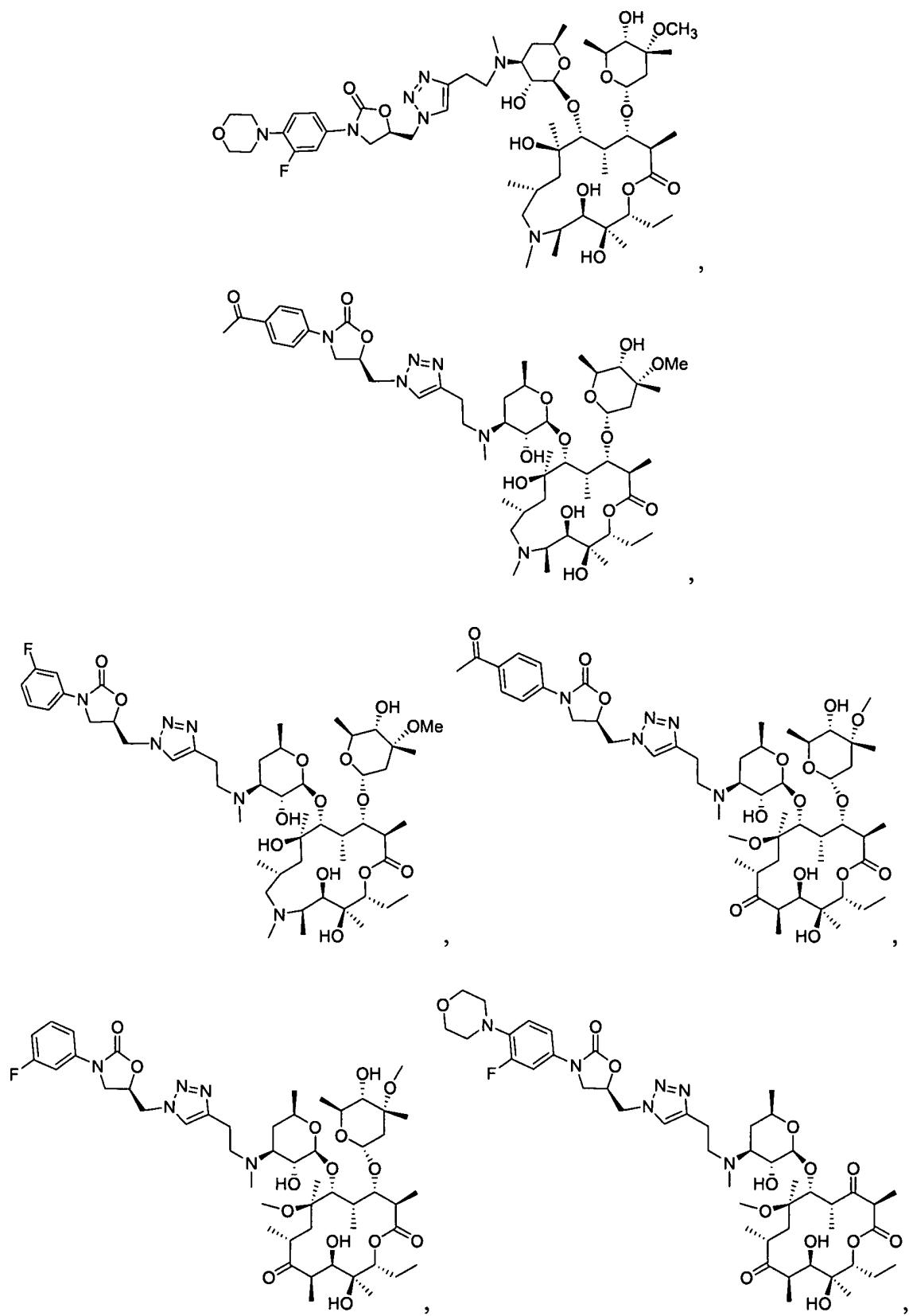
27. (Original) The compound according to claim 26, wherein G has the formula selected from the group consisting of:

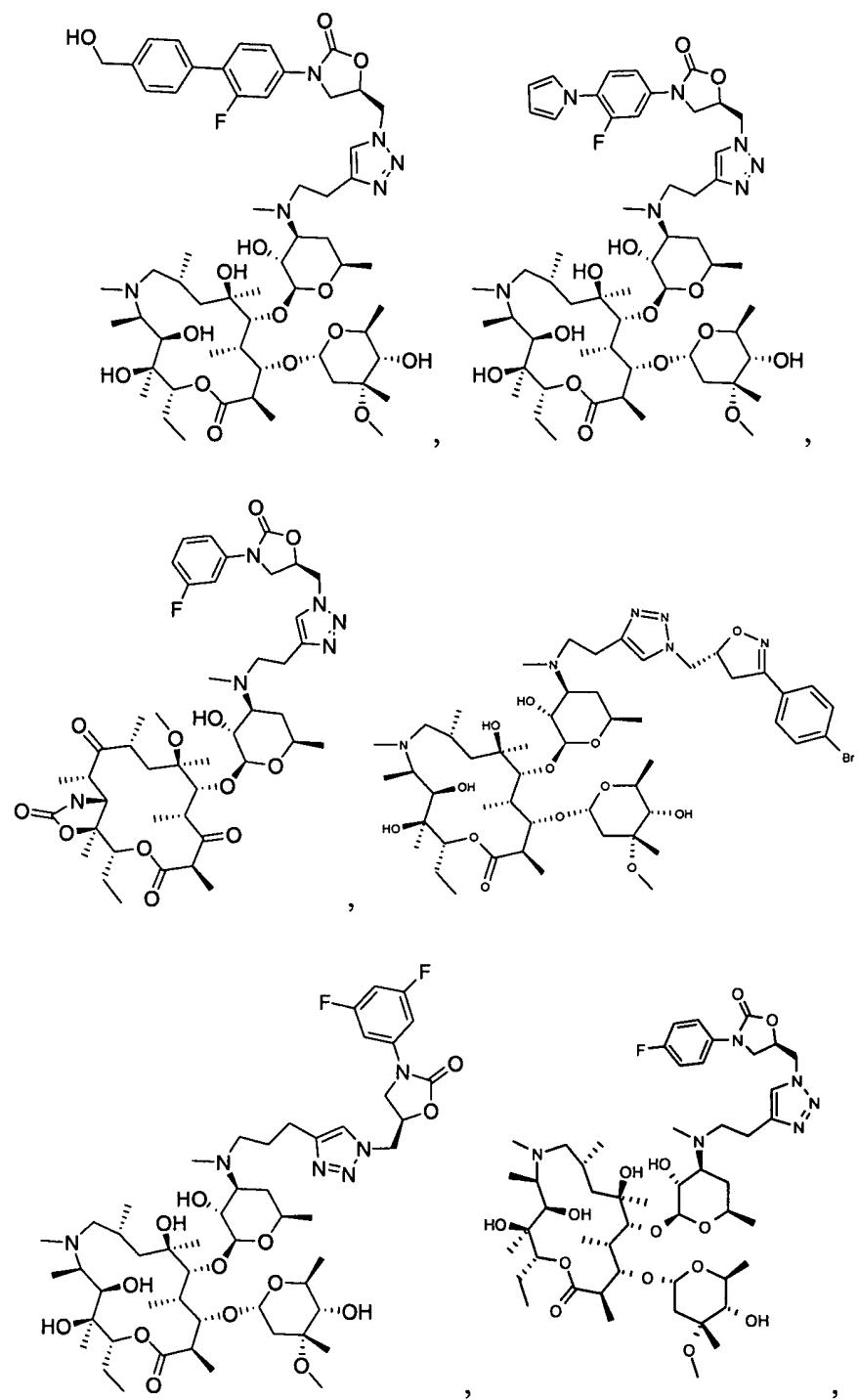


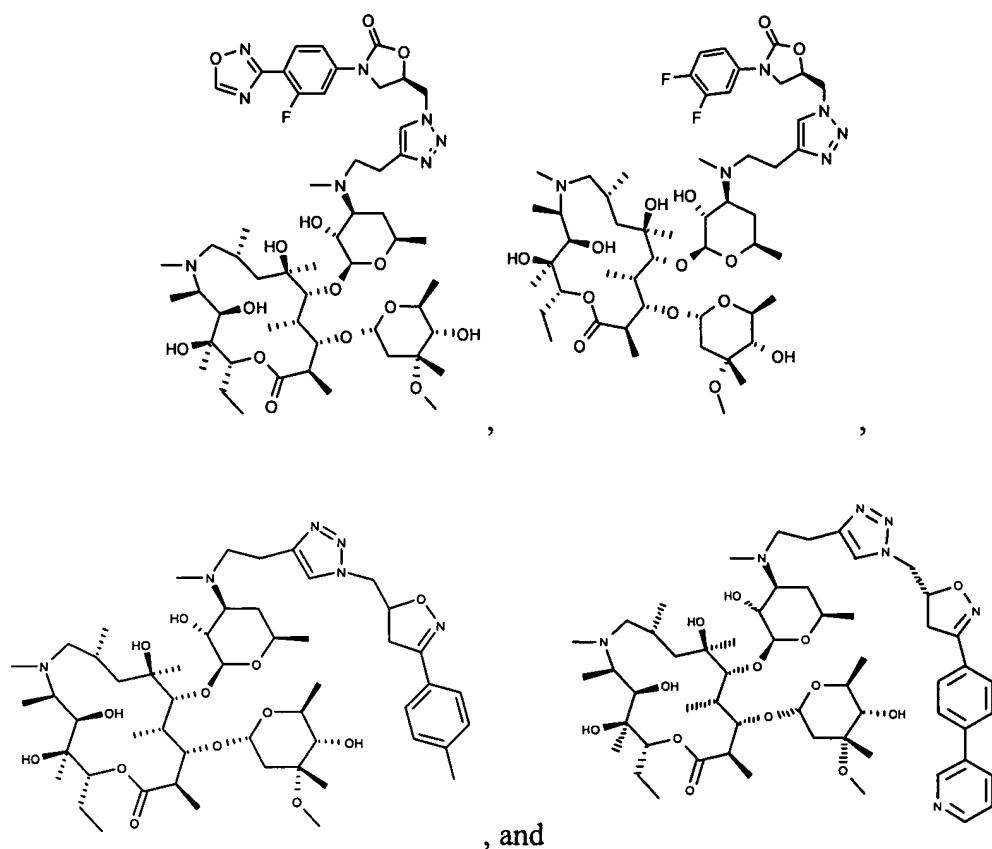




28. (Withdrawn) A compound having the formula selected from the group consisting of:







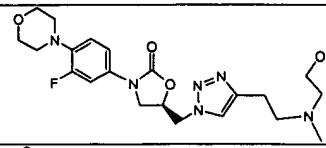
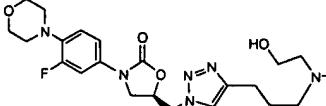
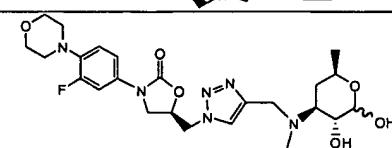
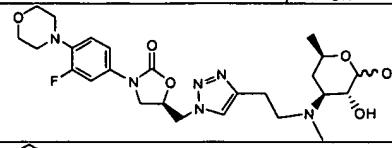
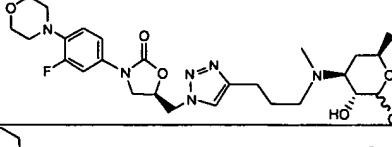
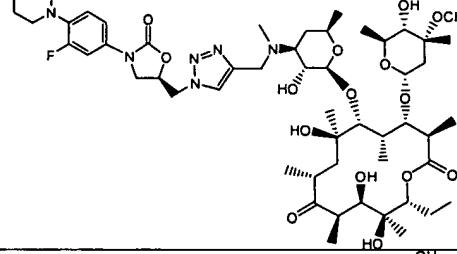
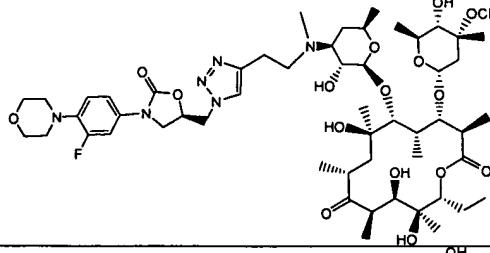
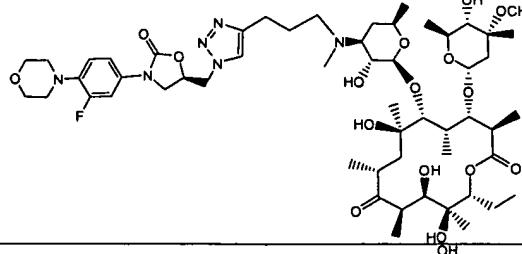
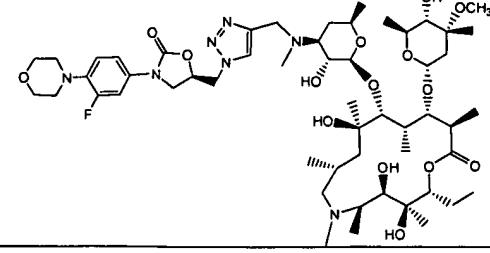
or a pharmaceutically acceptable salt, ester, or prodrug thereof.

29. (Cancelled)

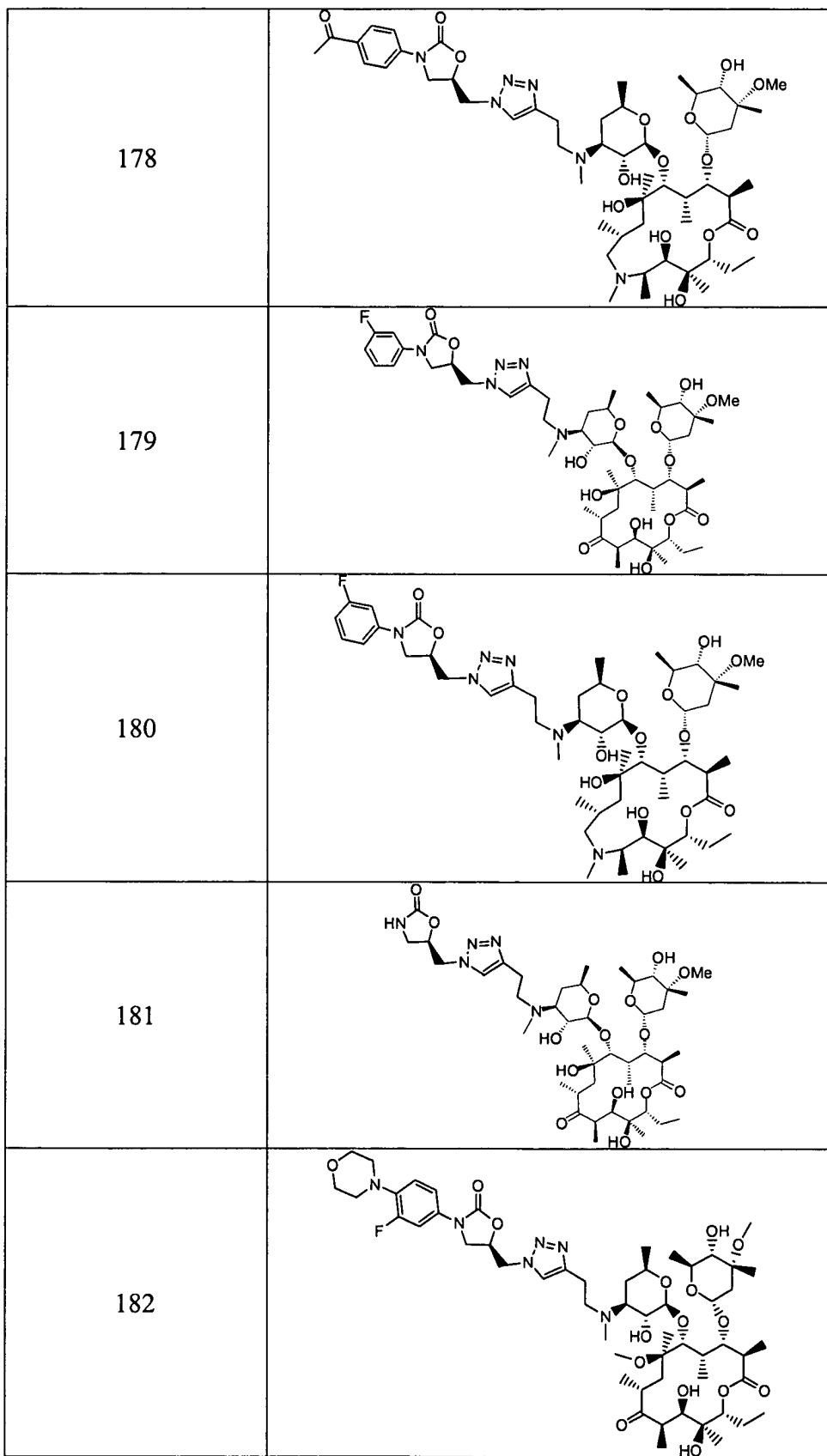
30. (Currently Amended) A compound having the structure corresponding to any of the structures listed below: in Table 2,

TABLE 2

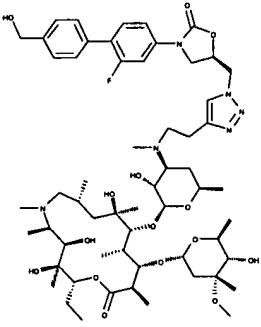
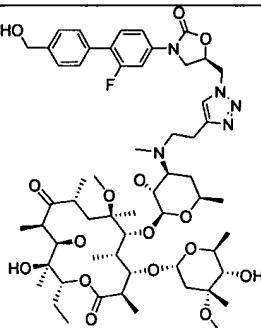
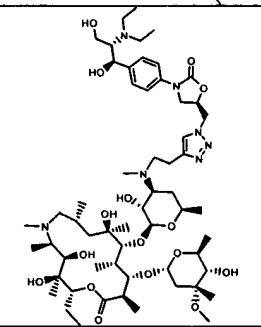
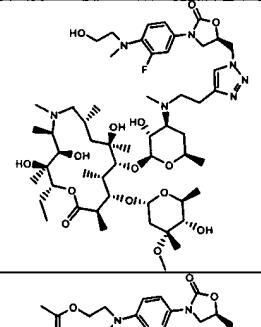
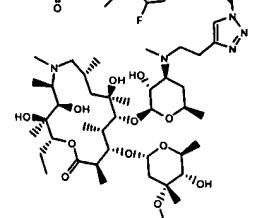
Compound Number	Structure
142	<p>The structure of compound 142 is a complex molecule. It features a 4-fluorophenyl ring substituted with a morpholine-4-carbonyl group. This is connected to a 1,2-dioxole-3-ylmethyl group, which is further substituted with a 4-(2-hydroxyethyl)-1,2-dihydroimidazole ring.</p>

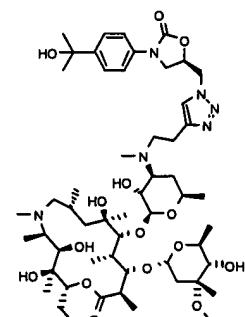
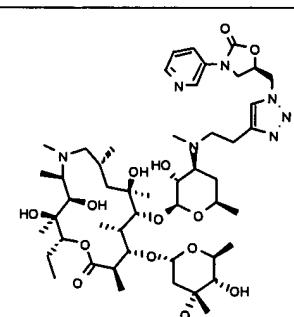
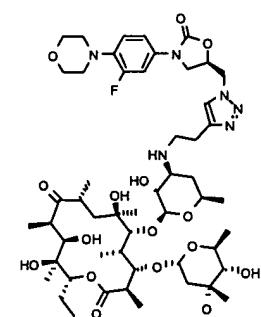
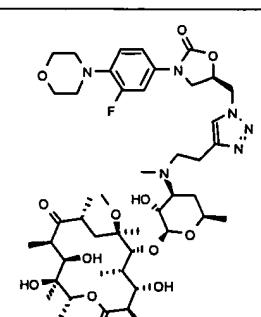
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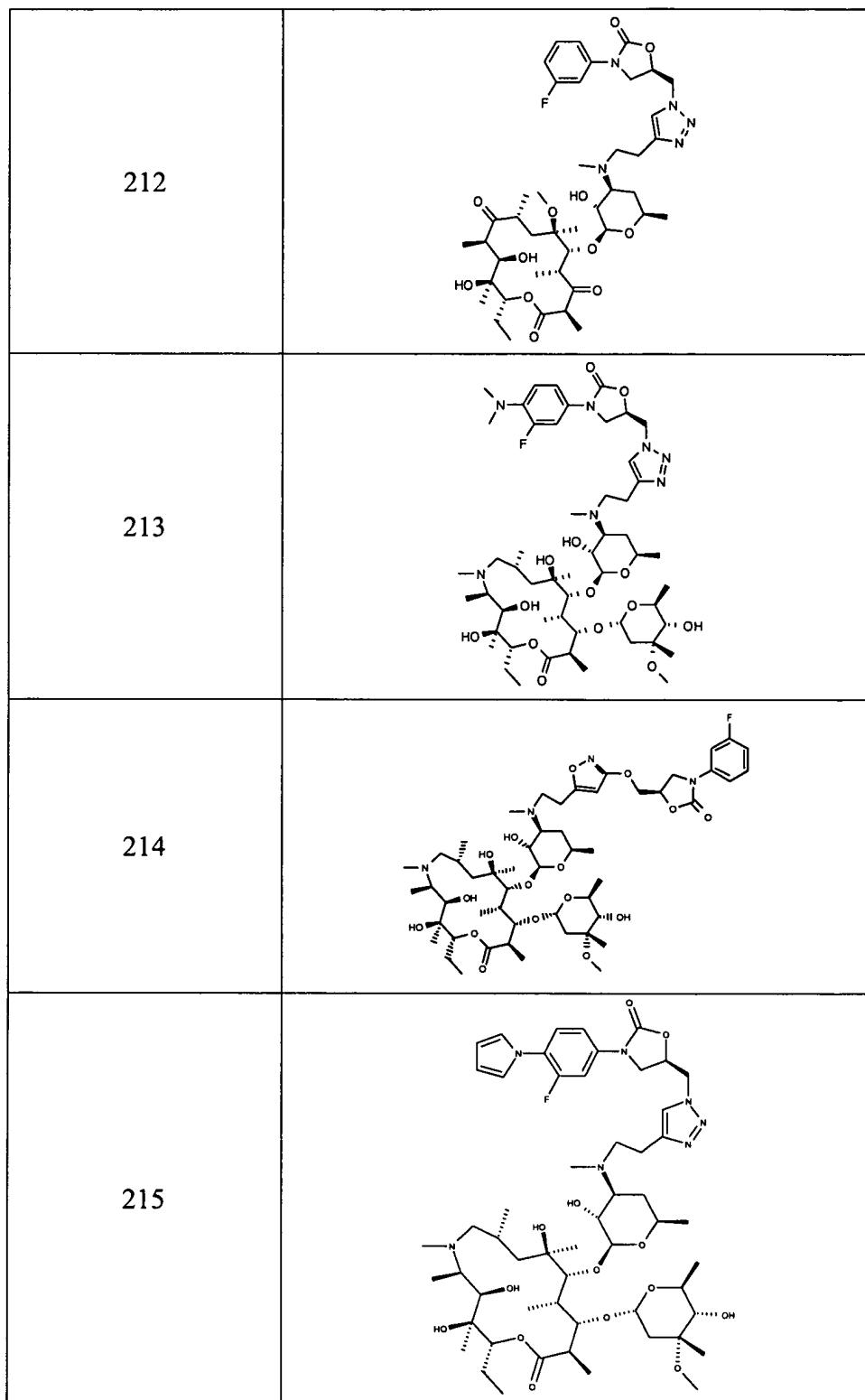
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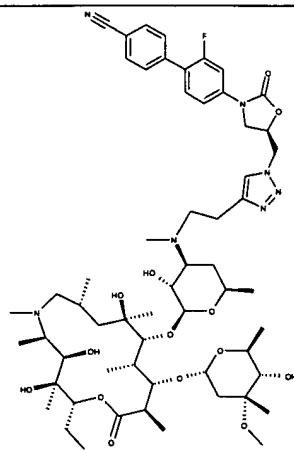
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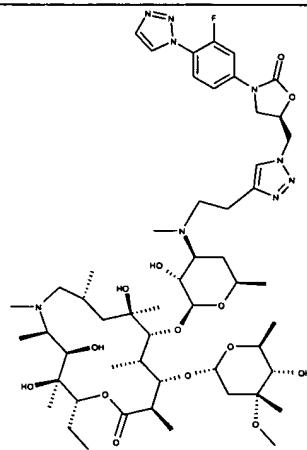
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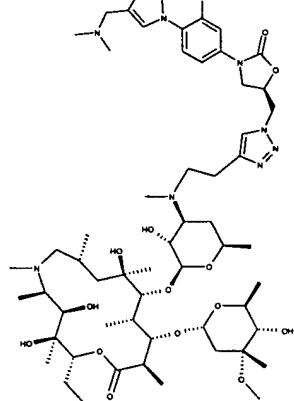
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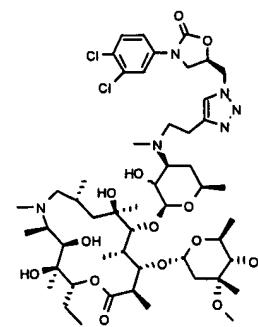
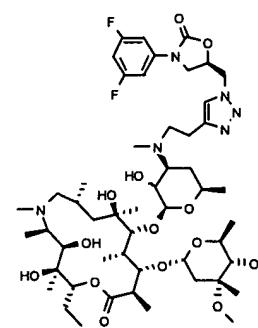
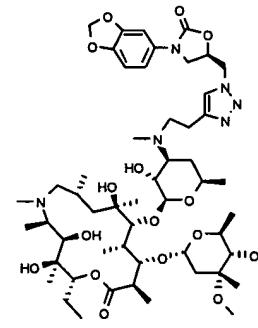
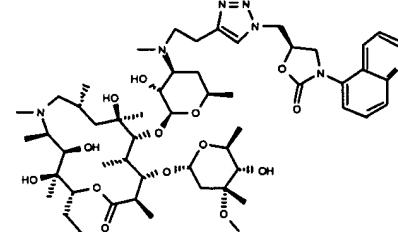
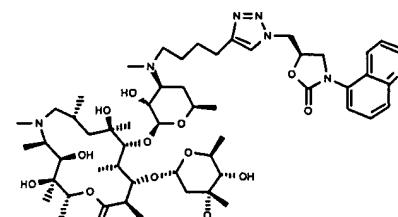
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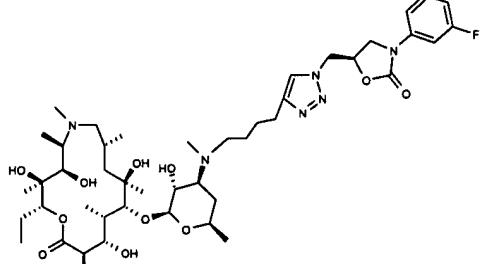
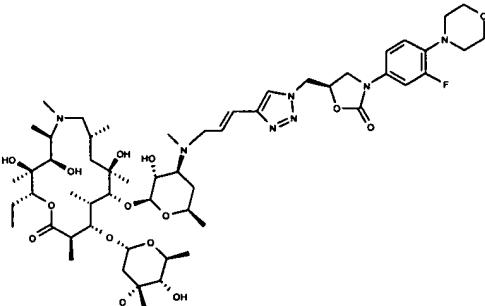
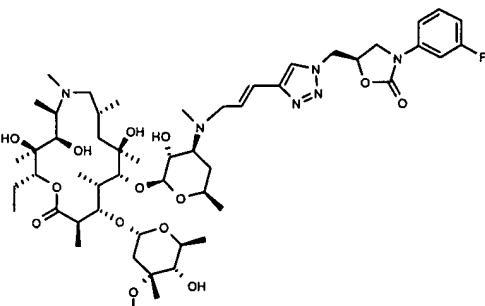
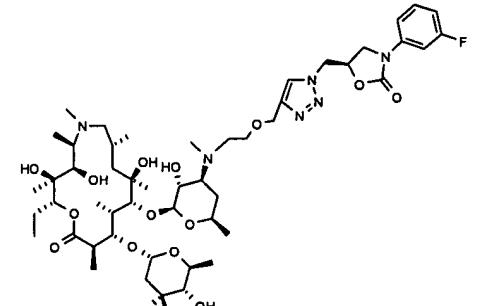
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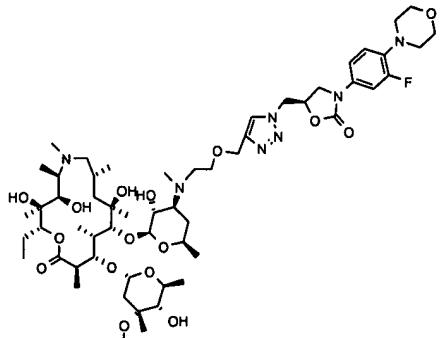
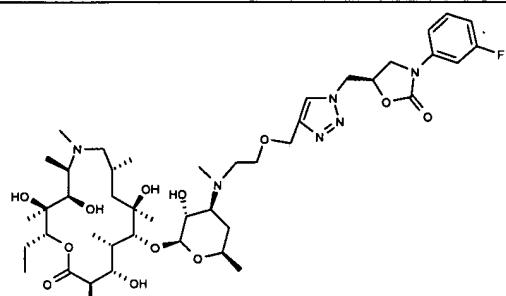
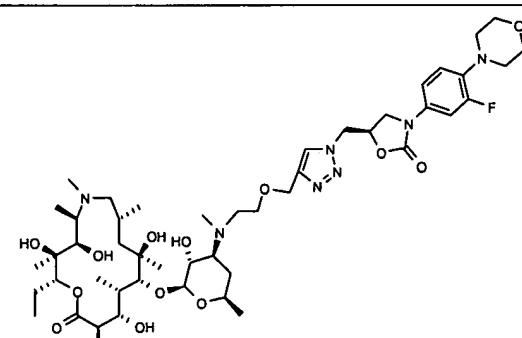
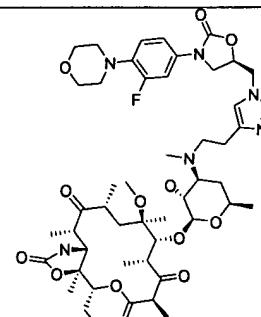
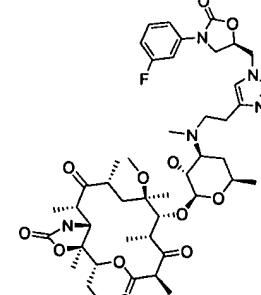


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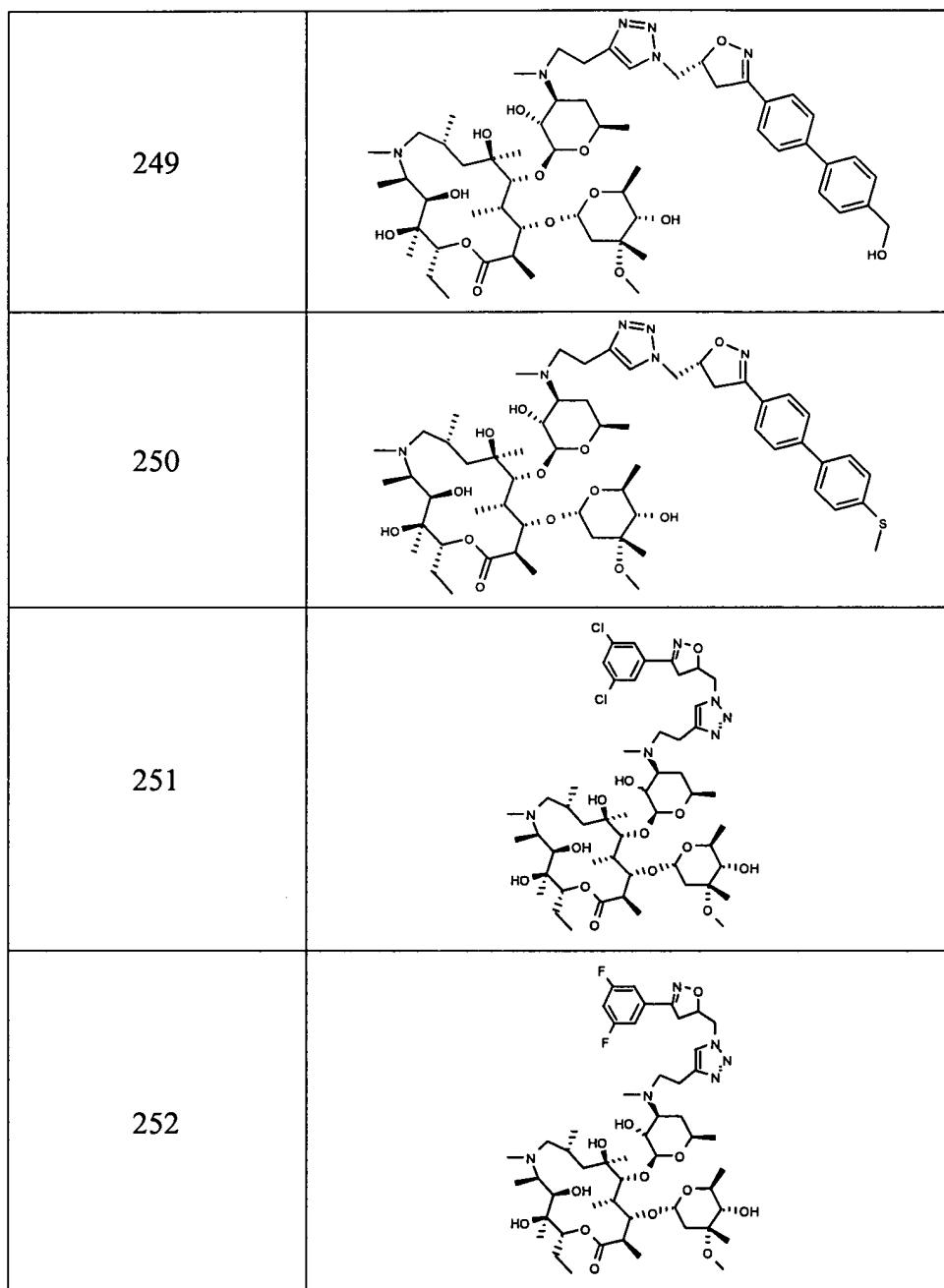
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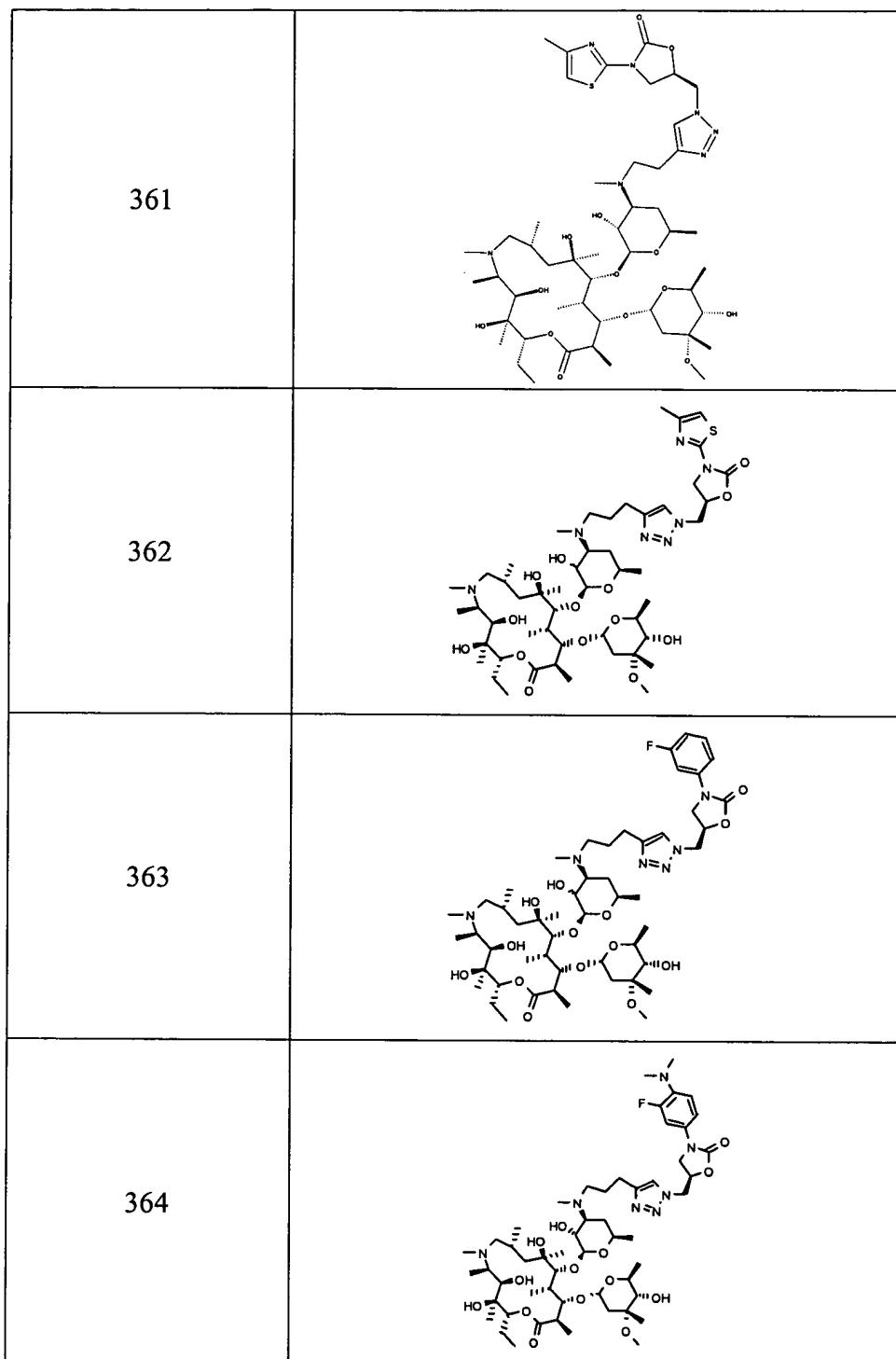
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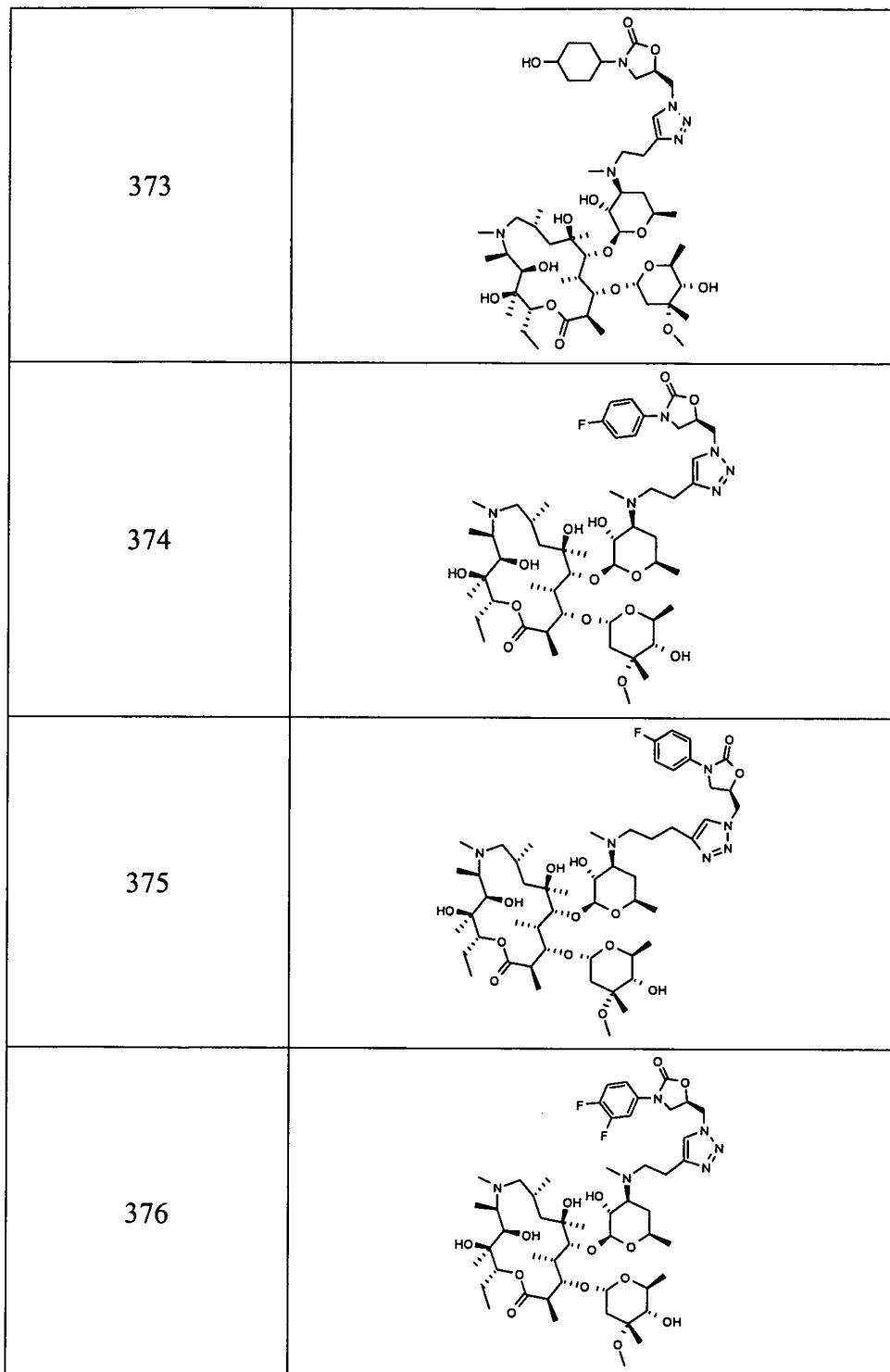
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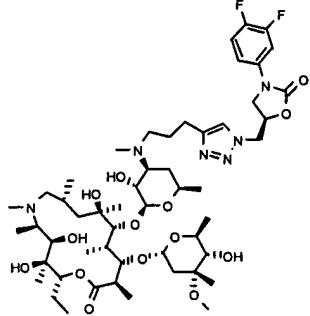
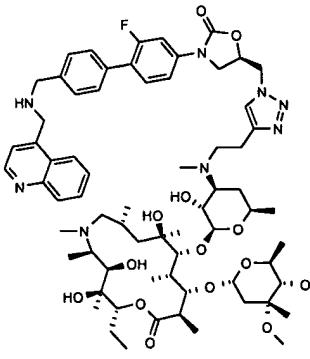
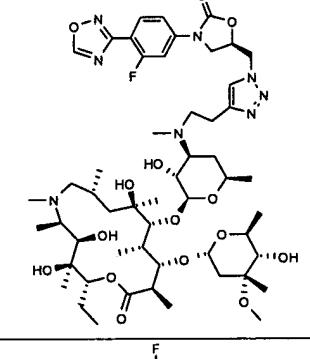
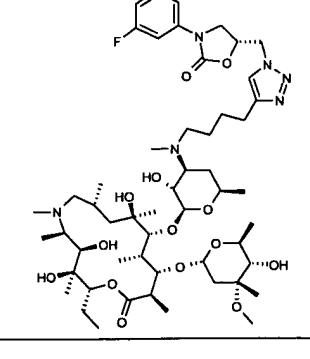




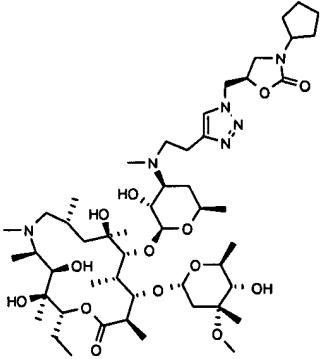
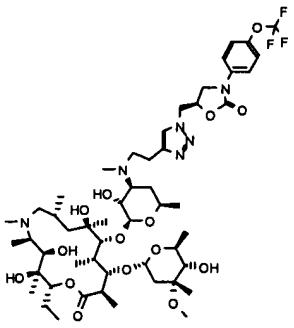
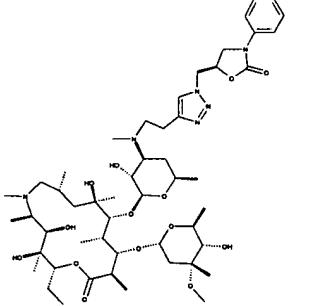
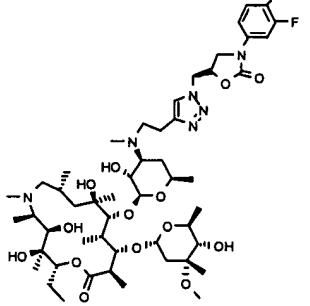
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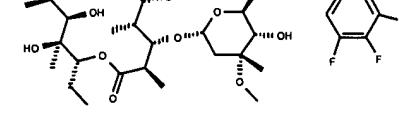
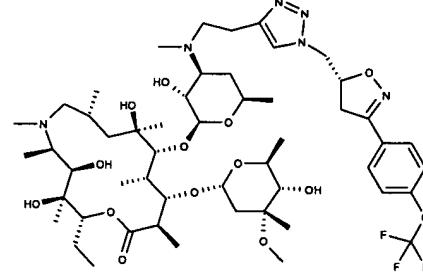
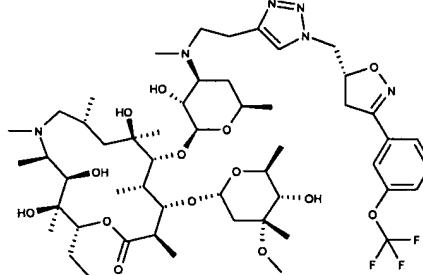
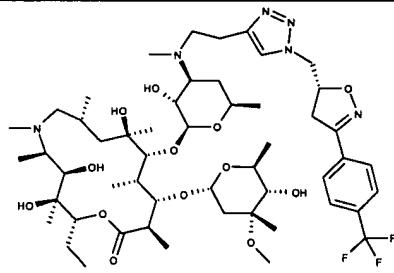
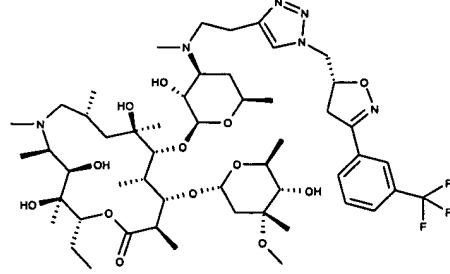


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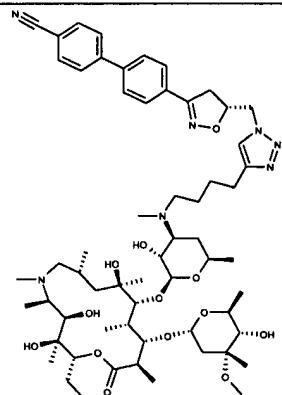
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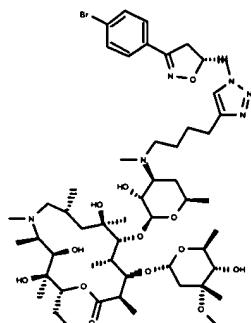
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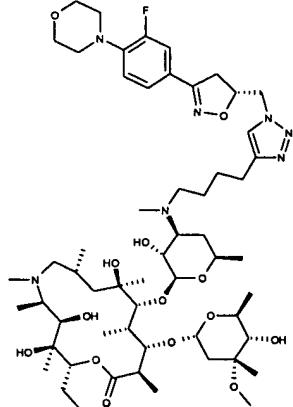
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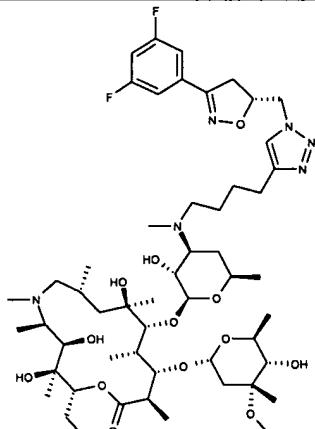
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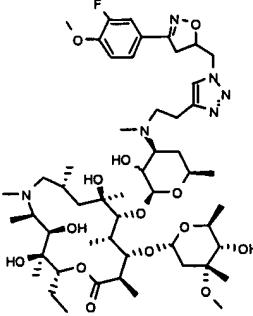
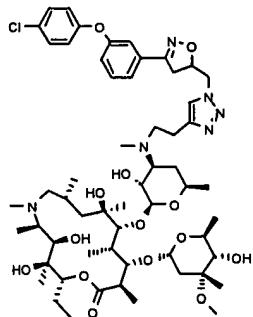
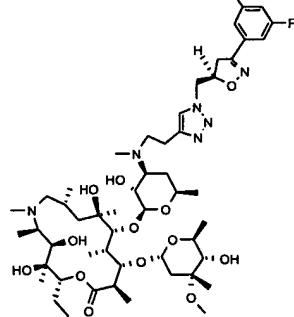
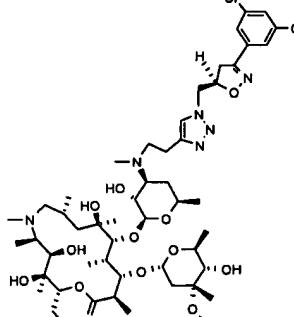


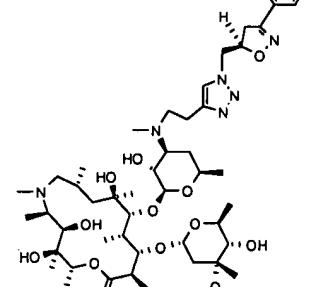
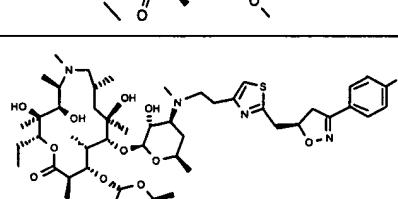
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or a pharmaceutically acceptable salt, ester, or prodrug thereof.

31. (Previously presented) A pharmaceutical composition comprising a compound according to claim 1 and a pharmaceutically acceptable carrier.

32. (Withdrawn) A method of treating a microbial infection in a mammal comprising administering to the mammal an effective amount of a compound according to claim 1.

33. (Withdrawn) A method of treating a fungal infection in a mammal comprising administering to the mammal an effective amount of a compound according to claim 1.

34. (Withdrawn) A method of treating a parasitic disease in a mammal comprising administering to the mammal an effective amount of a compound according to claim 1.

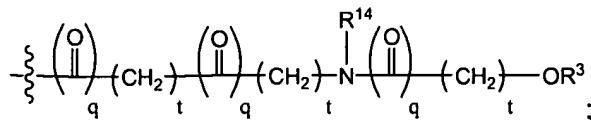
35. (Withdrawn) A method of treating a proliferative disease in a mammal comprising administering to the mammal an effective amount of a compound according to claim 1.
36. (Withdrawn) A method of treating a viral infection in a mammal comprising administering to the mammal an effective amount of a compound according to claim 1.
37. (Withdrawn) A method of treating an inflammatory disease in a mammal comprising administering to the mammal an effective amount of a compound according to claim 1.
38. (Withdrawn) A method of treating a gastrointestinal motility disorder in a mammal comprising administering to the mammal an effective amount of a compound according to claim 1.
39. (Withdrawn) The method according to any one of claims 32-38 wherein the compound is administered orally, parentally, or topically.
40. (Withdrawn) A method of synthesizing a compound according to claim 1.
41. (Withdrawn) A medical device containing a compound according to claim 1.

42. (Withdrawn) The medical device according to claim 41, wherein the device is a stent.

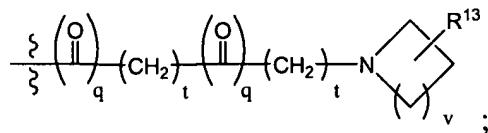
43. (New) A pharmaceutical composition comprising a compound according to claim 30 and a pharmaceutically acceptable carrier.

44. (New) The compound according to claim 1, wherein G is selected from the group consisting of:

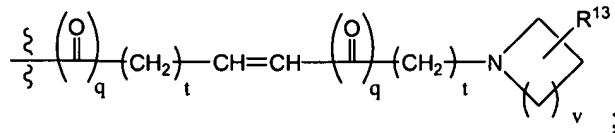
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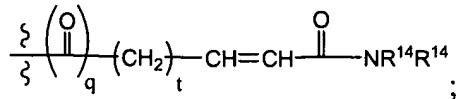
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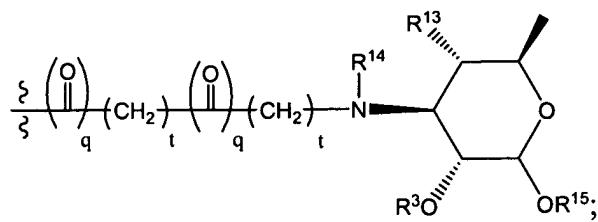
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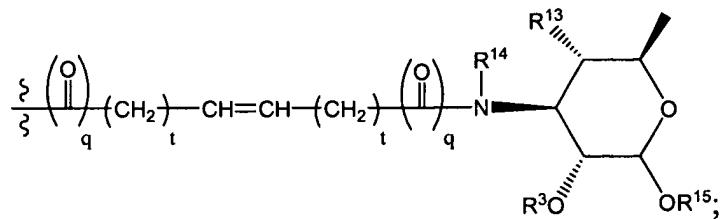
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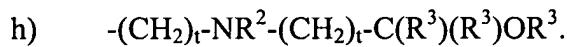
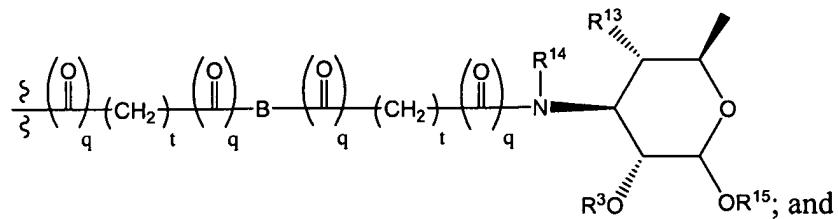
e)



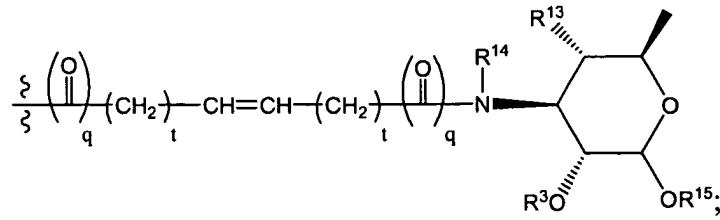
f)



g)



45. (New) The compound according to claim 1, wherein G has the formula:



and R<sup>15</sup> is a macrolide.

46. (New) A pharmaceutical composition comprising a compound according to claim 18 and a pharmaceutically acceptable carrier.

47. (New) A pharmaceutical composition comprising a compound according to claim 19 and a pharmaceutically acceptable carrier.

48. (New) A pharmaceutical composition comprising a compound according to claim 44 and a pharmaceutically acceptable carrier.

49. (New) A pharmaceutical composition comprising a compound according to claim 45 and a pharmaceutically acceptable carrier.